

PH Developments Limited

**Directors' report and financial
statements**

Registered number 02670384

31 December 2009



Contents

Directors' report	1
Statement of directors' responsibilities	2
Profit and loss account & balance sheet	3
Notes	4

Directors' report

The directors present their annual report and financial statements for the year ended 31 December 2009

Principal activity and business review

The company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the year and preceding financial period. It is anticipated that the company will remain dormant for the foreseeable future.

Going concern

As disclosed in note 1 the company, together with its intermediate parent company FSHC (Jersey) Holdings Limited, successfully negotiated an extension to the maturity date of the group's debt from 3 September 2010 to 3 September 2012. The directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Directors

The directors during the year under review were

P Calveley

N J Mitchell (resigned 1 April 2010)

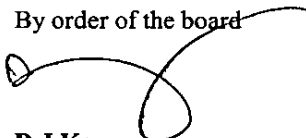
D J Kay

B R Taberner (appointed 26 March 2010)

Details of ultimate ownership

From 9 December 2009 the ultimate parent undertaking has been FSHC (Guernsey) Holdings Limited, a company incorporated in Guernsey.

By order of the board



D J Kay
Secretary

Emerson Court
Alderley Road
Wilmslow
Cheshire
SK9 1NX

28 September 2010

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 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.

Profit and loss account

for the year ended 31 December 2009

During the financial year the company did not trade and received no income and incurred no expenditure. Consequently, no profit and loss account or statement of total recognised gains and losses have been prepared.

Balance sheet

at 31 December 2009

	<i>Note</i>	2009 £000	2008 £000
Current assets			
Debtors	2	12	12
Net assets		<u>12</u>	<u>12</u>
Capital and reserves			
Called up share capital	3	-	-
Profit and loss account		12	12
Shareholder's funds		<u>12</u>	<u>12</u>

For the year ending 31 December 2009 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors have acknowledged their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of PH Developments Limited, registered number 02670384, were approved by the Board and authorised for issue on 28 September 2010. They were signed on its behalf by

B. R. Taberner

B R Taberner
Director

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards

Profit and loss account

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year

Going concern

The company, together with its intermediate parent company FSHC (Jersey) Holdings Limited ("FSHC Jersey") and fellow subsidiary undertakings of FSHC Jersey (collectively the "FSHC Jersey Group"), is party to a number of financing agreements. Under the terms of the financing agreements the company has guaranteed the performance of the FSHC Jersey Group's obligations and the settlement of its liabilities as defined in those financing agreements

On 9 December 2009, the FSHC Jersey Group completed a significant restructuring of its financing agreements. This restructuring involved the acquisition by FSHC Jersey of Fino Propco Holdco Limited and its subsidiaries and the release of approximately £960 million of the existing debt combined with an equity investment in the FSHC Jersey Group. The remaining c£790m of debt was due for repayment on 3 September 2010. On 10 September 2010 the directors of the FSHC Jersey Group successfully negotiated an extension to the maturity date of this debt from 3 September 2010 to 3 September 2012. Under the terms of the extension the interest rate payable has increased from LIBOR plus 0.4% to LIBOR plus 3.75% - 10.0% on the first £600m of debt and new interest rate hedging arrangements have been entered into. The terms for the balance of the debt are materially unchanged. The stable platform afforded by this extended maturity date provides a number of options for the directors of the FSHC Jersey Group to consider regarding the long term financing and capital structure of the FSHC Jersey Group

Notwithstanding the restructuring process, the company and the wider FSHC Jersey Group has continued to trade satisfactorily and continues to have adequate working capital for its operational needs. The FSHC Jersey Group's sensitised forecast, taking account of the updated terms of its debt facility, indicates that it should be able to operate within the requirements of the amended financing agreements. The directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis

Information regarding directors and employees

The company had no employees during the current and preceding financial year. No emoluments were payable to the directors of the company during the current and preceding financial year

Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Fino Propco Holdco Limited includes the company in its own published consolidated financial statements

Related party transactions

The directors have taken advantage of the exemption in FRS 8, Paragraph 3(c) and as the company is a wholly owned subsidiary of FSHC (Guernsey) Holdings Limited have not disclosed related party transactions with parent and fellow subsidiary undertakings

Notes (continued)

2 Debtors

	2009 £000	2008 £000
Amounts owed by group undertakings	12	12

The amounts owed by group undertakings are interest free, unsecured and repayable on demand

3 Share capital

	2009		2008	
	No of shares	£000	No of shares	£000
<i>Issued and fully paid</i>				
100 ordinary shares of £1 each	100	-	100	-

4 Contingent liability

The company, together with its parent and fellow subsidiary undertakings is party to a number of financing arrangements. The implications of this are explained more fully in note 1

5 Ultimate undertaking

The company's immediate parent company is PH Homes Limited, a company registered in England and Wales

From 9 December 2009 the ultimate parent undertaking has been FSHC (Guernsey) Holdings Limited, a company incorporated in Guernsey

The largest group in which the results of the company are consolidated is that headed by FSHC (Guernsey) Holdings Limited. The consolidated financial statements of this company are available to the public and may be obtained from Ogier Corporate Services (Jersey) Limited, Ogier House, The Esplanade, St Helier, Jersey, JE4 9WG

The smallest group in which the results of the company are consolidated is that headed by Fino Propco Holdco Limited. The consolidated financial statements of this company are available to the public and may be obtained from Ogier Corporate Services (Jersey) Limited, Ogier House, The Esplanade, St Helier, Jersey, JE4 9WG