

Registration number 02761896

Carillion Richardson Developments Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2011



Carillion Richardson Developments Limited
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Carillion Richardson Developments Limited
Directors' Report for the Year Ended 31 December 2011

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

Directors of the company

The directors who held office during the year were as follows

S P Eastwood

M F Richardson

L S Richardson

C A Richardson

R J Adam

Directors' liabilities

The company maintains an appropriate level of Directors' insurance whereby Directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act. The Directors also benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Principal activity

The principal activity of the company is that of a property investment company.

Business review

Fair review of the business

The directors consider that the results for the year and the financial position at the end of the year were satisfactory.

The results for the company are set out in the financial statements.

The directors do not recommend the payment of a dividend (2010: £Nil).

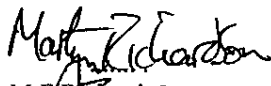
Principal risks and uncertainties

There are no significant risks or uncertainties affecting the company.

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 auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Approved by the Board on 24 July 2012 and signed on its behalf by


M F Richardson
Director

Carillion Richardson Developments 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 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 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 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.

Independent Auditor's Report to the Members of Carillion Richardson Developments Limited

We have audited the financial statements of Carillion Richardson Developments Limited for the year ended 31 December 2011, set out on pages 5 to 12. 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 auditor

As explained more fully in the Statement of Directors' Responsibilities (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.

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 2011 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 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.

**Independent Auditor's Report to the Members of
Carillion Richardson Developments Limited**

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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

Wayne Cox (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
B4 6GH

6 September 2012

Carillion Richardson Developments Limited
Profit and Loss Account for the Year Ended 31 December 2011

	Note	2011 £	2010 £
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		(1,000)	(1,000)
Operating loss		(1,000)	(1,000)
Loss on ordinary activities before investment income and interest		(1,000)	(1,000)
Other interest receivable and similar income	4	47,498	391,078
Interest payable and similar charges	5	(48,118)	(181,935)
(Loss)/profit on ordinary activities before taxation		(1,620)	208,143
Tax on profit / (loss) on ordinary activities	6	1,720	(59,256)
Profit for the financial year		<u>100</u>	<u>148,887</u>

Turnover and operating profit derive wholly from continuing operations

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

There is no material difference between the result reported above and the result on an unmodified historical cost basis

A reconciliation of movement on reserves is shown in note 11

Carillion Richardson Developments Limited

(Registration number: 02761896)

Balance Sheet at 31 December 2011

		2011		2010	
	Note	£	£	£	£
Current assets					
Debtors	7		4,280,299		15,931,973
Cash at bank and in hand			<u>177</u>		<u>178</u>
			4,280,476		15,932,151
Creditors Amounts falling due within one year	8		<u>(1,233,282)</u>		<u>(12,885,057)</u>
Net assets			<u>3,047,194</u>		<u>3,047,094</u>
Capital and reserves					
Called up share capital	9	50,000		50,000	
Profit and loss account	11	<u>2,997,194</u>		<u>2,997,094</u>	
			<u>3,047,194</u>		<u>3,047,094</u>

Approved by the Board on 24 July 2012 and signed on its behalf by



S P Eastwood
Director



M F Richardson
Director

Carillion Richardson Developments Limited
Notes to the Financial Statements for the Year Ended 31 December 2011

1 Accounting policies

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

Basis of preparation

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

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

Due to the nature of the company's business, the directors do not believe that the company has different classes of business as defined by SSAP 25. Accordingly, the additional disclosures set out in SSAP 25 are not considered to be required

Going concern

The financial statements have been prepared on a going concern basis and the Directors' consider there are no material uncertainties that would alter this

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 timing differences which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19 and is provided if material in value. A deferred tax asset in respect of losses is not created until it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Foreign currency

Profit and loss account transactions in foreign currencies are translated into sterling at the exchange rate ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

2 Auditor's remuneration

	2011 £	2010 £
Audit of the financial statements	<u>1,000</u>	<u>1,000</u>

Auditors' other services

Amounts receivable by the Company's auditors and their associates in respect of services to the company and its associates other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the largest group in which the Company are consolidated headed up by Dukehill Limited

Carillion Richardson Developments Limited

Notes to the Financial Statements for the Year Ended 31 December 2011

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3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2011 No.	2010 No.
Directors	<u>5</u>	<u>5</u>

No emoluments were paid to the directors during the year (2010- £Nil)

Other than the directors, the company had no employees during the year (2010 - Nil)

4 Other interest receivable and similar income

	2011 £	2010 £
Other interest receivable	14	-
Interest from related undertakings	<u>47,484</u>	<u>391,078</u>
	<u>47,498</u>	<u>391,078</u>

5 Interest payable and similar charges

	2011 £	2010 £
Interest on bank borrowings	44,616	179,941
Other interest payable	<u>3,502</u>	<u>1,994</u>
	<u>48,118</u>	<u>181,935</u>

Carillion Richardson Developments Limited

Notes to the Financial Statements for the Year Ended 31 December 2011

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6 Taxation

Tax on profit / (loss) on ordinary activities

	2011 £	2010 £
Current tax		
Corporation tax charge	-	60,000
Adjustments in respect of previous years	(1,720)	(744)
UK Corporation tax	<u>(1,720)</u>	<u>59,256</u>

Factors affecting current tax charge for the year

Tax on loss/profit on ordinary activities for the year is lower than (2010 - higher than) the standard rate of corporation tax in the UK of 26.5% (2010 - 28%)

The differences are reconciled below

	2011 £	2010 £
(Loss)/profit on ordinary activities before taxation	(1,620)	208,143
Corporation tax at standard rate	<u>(429)</u>	<u>58,280</u>
Adjustments in respect of prior years	(1,720)	(744)
Losses carried back	429	-
Other adjustments	-	1,720
Total current tax	<u>(1,720)</u>	<u>59,256</u>

Factors that may affect future tax charges

The 2011 Budget on 23 March 2011 announced that the UK corporation tax rate will reduce to 23% over a period of 4 years from 2011. The first reduction in the UK corporation tax rate from 28% to 27% (effective from 1 April 2011) was substantively enacted on 20 July 2010, and further reductions to 26% (effective from 1 April 2011) and 25% (effective from 1 April 2012) were substantively enacted on 29 March 2011 and 5 July 2011 respectively.

The 2012 Budget on 21 March 2012 announced a further reduction in the corporation tax rate to 24% (effective from 1 April 2012). This was substantively enacted on 26 March 2012. Further 2% rate reductions in future periods will reduce the UK corporation tax rate to 22% over the next 2 years. This will reduce the company's future current tax charge accordingly.

It has not yet been possible to quantify the full anticipated effect of the announced further 2% rate reduction, although this will further reduce the company's future current tax charge.

Carillion Richardson Developments Limited

Notes to the Financial Statements for the Year Ended 31 December 2011

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7 Debtors

	2011 £	2010 £
Amounts owed by related undertakings	4,280,299	15,931,973
	<u>4,280,299</u>	<u>15,931,973</u>

8 Creditors: Amounts falling due within one year

	2011 £	2010 £
Corporation tax	58,785	201,628
Other creditors	1,000	1,000
Amounts owed to related undertakings	1,173,497	1,027,886
Bank loan	-	11,654,543
	<u>1,233,282</u>	<u>12,885,057</u>

Interest on the bank loan was rolled up until repayment at a rate of LIBOR plus 1% The loan was repaid in March 2011

The loan was secured by a floating charge over the assets of the company

9 Share capital

Allotted, called up and fully paid shares

	2011		2010	
	No.	£	No.	£
Ordinary shares of £1 00 each	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>

10 Reconciliation of movement in shareholders' funds

	2011 £	2010 £
Profit attributable to the members of the company	100	148,887
Net addition to shareholders' funds	100	148,887
Shareholders' funds at 1 January	<u>3,047,094</u>	<u>2,898,207</u>
Shareholders' funds at 31 December	<u>3,047,194</u>	<u>3,047,094</u>

Carillion Richardson Developments Limited

Notes to the Financial Statements for the Year Ended 31 December 2011

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11 Reserves

	Profit and loss account £	Total £
At 1 January 2011	2,997,094	2,997,094
Profit for the year	100	100
At 31 December 2011	<u>2,997,194</u>	<u>2,997,194</u>

12 Related party transactions

At 31 December 2011, the company was jointly owned by Grafhill SARL and Carillion plc ("Carillion")

Ranada Inc ("Ranada"), Ontario Ventures Limited ("Ontario") and Spirepoint Limited ("Spirepoint") are subsidiaries of Grafhill SARL. Carillion JM Limited ("Carillion JM") and Planned Maintenance Engineering Limited ("Planned Maintenance") are subsidiaries of Carillion plc

Movements on related company debtors in the year are as follows:

	Carillion £	Carillion £	Ontario £	Total £
Amounts owed at 1 January 2011	(5,107)	7,968,540	7,968,540	15,931,973
Repaid in the year	-	(5,849,579)	(5,849,579)	(11,699,158)
Interest charged	-	23,742	23,742	47,484
Amounts owed at 31 December 2011	<u>(5,107)</u>	<u>2,142,703</u>	<u>2,142,703</u>	<u>4,280,299</u>

Movements in related company creditors are as follows:

	Planned Maintenance £	Carillion JM £	Carillion £	Spirepoint £	Total £
Amounts due at 1 January 2011	(202,705)	(236,459)	(141,628)	(447,094)	(1,027,886)
Consortium relief	-	-	141,628	-	141,628
Amounts received	-	-	(143,500)	(143,739)	(287,239)
Amounts due 31 December 2011	<u>(202,705)</u>	<u>(236,459)</u>	<u>(143,500)</u>	<u>(590,833)</u>	<u>(1,173,497)</u>

Carillion Richardson Developments Limited

Notes to the Financial Statements for the Year Ended 31 December 2011

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13 Control

During the year, and until 21 July 2011, the company was controlled jointly by Swiftfire Limited and Carillion plc (both incorporated in England and Wales). From 21 July 2011 to 18 August 2011, following a restructuring, the company was controlled jointly by Dukehill Limited (formerly Sharpshill Development Limited) (incorporated in England and Wales) and Carillion plc (incorporated in England and Wales). Since a further restructuring on 18 August 2011, the company has been controlled jointly by Grafhill SARL (incorporated in Luxembourg) and Carillion plc (incorporated in England and Wales).

The groups in which the results of the company for the year ended 31 December 2011 are consolidated are those headed by Dukehill Limited and Carillion plc. The consolidated financial statements of the groups are available to the public and may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.