
FRP Group Limited

Annual Report and Accounts

Year ended 31 March 2015

Company number: 02844685

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FRP Group Limited

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for the year ended 31 March 2015

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FRP Group Limited

STRATEGIC REPORT
for the year ended 31 March 2015

The directors present their Strategic Report for the year ended 31 March 2015

Principal activities

FRP Group Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group") The company has not traded in the current year, but was previously an investment holding company

Business review

As shown in the company's Profit and Loss Account on page 3, the company's turnover is £nil compared to a turnover of £nil in the prior year and profit on ordinary activities before taxation is £62,239 compared to a loss before taxation of £17 in the prior year

Dividends of £nil (2014 £nil) were paid in the year

The Balance Sheet on page 5 shows that the company's financial position at the year end has, in net asset terms, remained consistent with the prior year

The Board uses total return, to monitor the performance of the company This is a measure of growth in total equity per share, adding back any current year dividend

The company is a subsidiary of The British Land Company PLC The company's strategy is the same as the group's strategy – to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them

For more information also see the The British Land Company PLC group annual report

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report

During the year, the company transitioned from UK GAAP to FRS 101 - Reduced Disclosure Framework and has taken advantage of disclosure exemptions allowed under this framework The company's parent undertaking, The British Land Company PLC, was notified and did not object to the use of EU-adopted IFRS disclosure exemptions Following transition, no comparative figures were identified to be restated

Principal risks and uncertainties

This company is part of a large property investment group As such, the fundamental underlying risks for this company are those of the property group as discussed below

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas

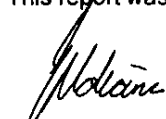
- demand for space from occupiers against available supply,
- identification and execution of investment and development strategies which are value enhancing,
- availability of financing or refinancing at an acceptable cost,
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values,
- legislative changes, including planning consents and taxation,
- engagement of development contractors with strong covenants,
- key staff changes, and
- environmental and health and safety policies

These opportunities also represent risks, the most significant being change to the value of the property portfolio This risk has high visibility to senior executives and is considered and managed on a continuous basis Executives use their knowledge and experience to knowingly accept a measured degree of market risk

The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios

The company has no third party debt It therefore has no interest rate exposure

This report was approved by the Board on 17 November 2015 and signed by the order of the board by



N'Ekpo
Secretary

FRP Group Limited

**DIRECTORS' REPORT
for the year ended 31 March 2015**

The directors present their Annual Report on the affairs of the company, together with the unaudited financial statements for the year ended 31 March 2015

Environment

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full corporate responsibility report is available online at www.britishland.com/sustainability/reports-and-publications/2015

Directors

The directors who were in office during the year and up to the date of signing the financial statements were

S M Barzycki
C M Forshaw
L M Bell
T A Roberts
N M Webb

Directors' responsibilities statement

The directors are responsible for preparing the Annual 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 Financial Reporting Standard 101 Reduced Disclosure Framework. 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 accounting estimates that are reasonable and prudent,
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has 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.

Payments policy

In the absence of dispute, amounts due to trade and other suppliers are settled as expeditiously as possible within their terms of payment. Payments are administered on a consistent basis throughout the group by The British Land Company PLC whose suppliers' days outstanding at 31 March 2015 were 36 (2014: 32).

Subsequent events

Details of significant events since the Balance Sheet date, if any, are contained in note 11.

Going concern

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements.

This report was approved by the Board on 17 November 2015 and signed by the order of the board by



N Ekpo
Secretary

FRP Group Limited

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2015

	Note	2015 £	2014 £
Administrative expenses		18	(17)
Write back of intercompany loan		62,221	-
Operating profit/(loss)		62,239	(17)
Profit on disposal of subsidiaries		-	-
Profit/(loss) on ordinary activities before taxation	3	62,239	(17)
Tax on profit/(loss) on ordinary activities	5	-	-
Profit/(loss) for the financial year		62,239	(17)

Turnover and results are derived from continuing operations within the United Kingdom

FRP Group Limited

**STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 March 2015**

	2015 £	2014 £
Profit/(loss) for the financial year	62,239	(17)
Total comprehensive income/(expense) for the year	62,239	(17)

FRP Group Limited

**BALANCE SHEET
as at 31 March 2015**

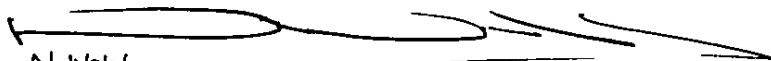
	Note	2015 £	2014 £	2013 £
Current assets				
Debtors - due within one year	6	13,396,207	13,333,968	13,334,004
		<u>13,396,207</u>	<u>13,333,968</u>	<u>13,334,004</u>
Creditors due within one year	7	(160)	(160)	(179)
Net assets		<u>13,396,047</u>	<u>13,333,808</u>	<u>13,333,825</u>
Capital and reserves				
Called up share capital	8	1,561,701	1,561,701	1,561,701
Share premium		551,430	551,430	551,430
Hedging and translation reserve		606,392	606,392	606,392
Profit and loss account		10,676,524	10,614,285	10,614,302
Total equity		<u>13,396,047</u>	<u>13,333,808</u>	<u>13,333,825</u>

For the year ending 31 March 2015 the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary 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 of the Companies Act 2006

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

The financial statements of FRP Group Limited, company number 02844685, on pages 3 to 10, were approved by the Board of Directors and authorised for issue on 17 November 2015 and signed on its behalf by


N Webb
Director

FRP Group Limited

**STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2015**

	Called up share capital £	Share premium £	Hedging and translation reserve £	Profit and loss account £	Total equity £
Balance at 1 April 2013	1,561,701	551,430	606,392	10,614,302	13,333,825
Loss for the financial year	-	-	-	(17)	(17)
Total comprehensive expense for the year	-	-	-	(17)	(17)
Share issues	-	-	-	-	-
Dividends payable in year	-	-	-	-	-
Balance at 31 March 2014	1,561,701	551,430	606,392	10,614,285	13,333,808
Profit for the financial year	-	-	-	62,239	62,239
Total comprehensive income for the year	-	-	-	62,239	62,239
Share issues	-	-	-	-	-
Dividends payable in year	-	-	-	-	-
Balance at 31 March 2015	1,561,701	551,430	606,392	10,676,524	13,396,047

**NOTES TO THE ACCOUNTS
for the year ended 31 March 2015**

1 Accounting policies

The principal accounting policies adopted by the directors are summarised below. They have all been applied consistently throughout the current year and previous year.

Basis of preparation

The company is incorporated in the United Kingdom under the Companies Act. The address of the registered office is York House, 45 Seymour Street, London, W1H 7LX.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has adopted early FRS 101 for the first time.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, in the year-ended 31 March 2015, the company has changed its accounting framework from UK GAAP to FRS 101 as issued by the Financial Reporting Council and has, in doing so, applied the requirements of IFRS 1 6-33 and related appendices. The prior year financial statements were restated for material adjustments on adoption of FRS 101 in the current year as set out in note 2.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment properties. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of The British Land Company PLC. Details of the parent in whose consolidated financial statements the company is included in are shown in note 12 to the financial statements.

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 IFRSs 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 The British Land Company PLC. The group accounts of The British Land Company PLC are available to the public and can be obtained as set out in note 12.

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2015

1 Accounting policies (continued)

Going concern

The directors consider that the company has adequate resources to continue trading for the foreseeable future, with no external borrowings and a working capital cycle enabling the company to meet all liabilities as they fall due

As a consequence of this the directors feel that the company is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one

Significant judgements and sources of estimation uncertainty

There are no such judgements and uncertainties

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible)

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis

2 Explanation of transition to FRS 101

This is the first year that the company has presented its financial statements under FRS 101 (Financial Reporting Standard 101) issued by the Financial Reporting Council. Following transition from UK GAAP to FRS 101 no comparative figures were identified to be restated. As a result, it was not deemed necessary to present tables reconciling the transition within these financial statements. The last financial statements under a previous GAAP (UK GAAP) were for the year ended 31 March 2014 and the date of transition to FRS 101 was therefore 1 April 2013

Reconciliation of Profit and Loss Account

No adjustments were posted to restate the prior years' Profit and Loss Accounts as a result of the decision to transition to FRS 101 on 1 April 2013

Reconciliation of Equity

No adjustments were posted to restate the prior years' equity balances as a result of the decision to transition to FRS 101 on 1 April 2013

3 Profit on ordinary activities before taxation

No non-audit fees (2014: £nil) were paid to the group auditors

4 Staff numbers and costs

No director received any remuneration for services to the company in either year. The remuneration of the directors were borne by another company within the group, for which no apportionment or recharges were made

Average number of employees, excluding directors, of the company during the year was nil (2014: nil)

FRP Group Limited

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2015

5 Tax on profit/(loss) on ordinary activities

	2015 £	2014 £
Current tax		
UK corporation tax	-	-
Total current tax charge	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax charge	-	-
Tax on profit/(loss) on ordinary activities	-	-
Tax reconciliation		
Profit/(loss) on ordinary activities before taxation	62,239	(17)
Tax on profit/(loss) on ordinary activities at UK corporation tax rate of 21% (2014 23%)	13,070	(4)
Effects of		
REIT exempt income and gains	(4)	4
Income not taxable for tax purposes	(13,066)	-
Transfer pricing adjustments	99,025	118,779
Group relief claimed for nil consideration	(99,025)	(118,779)
Total tax expense	-	-

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the Balance Sheet date.

In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020. This will reduce the company's future current tax charge accordingly. The effect of these tax rate reductions on the deferred tax balance will be accounted for in the period in which the tax rate reductions are substantively enacted.

6 Debtors

	2015 £	2014 £	2013 £
Current debtors (receivable within one year)			
Amounts owed by group companies - current accounts	13,396,207	13,333,968	13,334,004
	13,396,207	13,333,968	13,334,004

FRP Group Limited

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2015

7 Creditors due within one year

	2015 £	2014 £	2013 £
Amounts owed to group companies - current accounts	160	160	179
	160	160	179

Amounts owed to fellow group companies are repayable on demand. There is no interest charged on these balances.

8 Share capital

	2015 £	2014 £	2013 £
Issued share capital - allotted, called up and fully paid			
Ordinary - 25p Shares of £0.25 each			
Balance as at 1 April and as at 31 March 1,259,622 shares	314,905	314,905	314,905
Ordinary - A Shares of £0.50 each			
Balance as at 1 April and as at 31 March 160 shares	80	80	80
Ordinary - 50p Shares of £0.50 each			
Balance as at 1 April and as at 31 March 2,493,432 shares	1,246,716	1,246,716	1,246,716
Total issued share capital	1,561,701	1,561,701	1,561,701

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share. Each share class is ranked equally.

9 Capital commitments

The company had capital commitments contracted as at 31 March 2015 of £nil (2014 £nil, 2013 £nil).

10 Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

11 Subsequent events

There have been no significant events since the year end.

12 Immediate parent and ultimate holding company

The immediate parent company is Union Property (London) Limited.

The British Land Company PLC is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.