Company Registration No. 3406623 (England and Wales)

WELLINGTON PUB COMPANY PLC DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2009

The directors present their report and financial statements for the year ended 31 March 2009.

Principal activities and review of the business

The principal activity of the company continued to be that of managing leased properties.

The company continues to maintain its market position by maintaining its lever of turnover in line with previous year in current economic climate.

The company acquired one property during the period under review and four disposals of property that generated a gross profit of £61,000.

The requirements of relevant accounting standards require us to conduct a revaluation of all investment properties under our portfolio. This exercise was conducted by Motcomb Estates Limited (professional valuers). Due to the present market conditions which has seen significant fall in values of property in the UK the board felt it necessary to have the company's investment properties portfolio revalued at the year end. As a result of this the company has written down the value of its properties by approximately £73 million. This adjustment has been made in the accounts. The company maintains its policy of when an appropriate offer is received on its existing properties, the company may look to make disposals if the outlet is not meeting the internal benchmarks.

The company has no foreign exchange risks or any such financial instruments apart from Bond A and B issued and secured against the company's properties. A comprehensive note is stated under note number 11 in the accounts.

Financial Risk

The company supplies goods to customers on normal credit terms. Trade debtor balances are monitored on an ongoing basis and credit terms for all customers are regularly reviewed. During the year under review the company experienced difficulties in collecting payment from its debtors and as a consequence provision of over £2 million has been made in the account for doubtful debts. The company's other financial risks arise on loans and cash balances. Surplus funds are held in short-term, interest-bearing deposits with major banks. The company has not entered into any derivative transactions such as interest rate swaps in relation to any borrowings or investments.

Commercial Risk

The company operates in a competitive market and there is a continuing risk that the company could lose its customers due to economic downturn. The company is not dependent on any single customer. In order to manage credit risk the covenant strength of potential tenants is assessed on a case by case basis and, as a standard policy, security is obtained in the form of a rental deposit or guarantee. Existing tenants are reviewed on a regular basis to monitor payment and trading patterns.

Banking Risk

The unprecedented turmoil in the banking industry, which has led to the collapse of major banks which have needed to be supported by governments, adds a new dimension of risk to doing business, particularly in the United Kingdom.

There is no known way of ameliorating these risks

Results and dividends

The results for the year are set out on page 6.

An interim ordinary dividend was paid amounting to £7.194 million (2008: £10.036 million). The directors do not recommend payment of a final dividend.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2009

Directors

The following directors have held office since 1 April 2008:

P O'Driscoll

(Appointed 9 February 2009)

S Nahum

M Turner

2008
£000's
25

Political donations to EU parties and organisations

Creditor payment policy

The company's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the company's contractual and other legal obligations.

On average, trade creditors at the year end represented approximately 30 days (2007 - 30) purchases.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put to the Annual General Meeting.

Directors' responsibilities

The directors are responsible for preparing 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). The financial statements are required by law to 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 those 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 proper accounting records that 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 1985. 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.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2009

Statement of disclosure to auditors

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

P O'Driscoll

Director

21 October 2009

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF WELLINGTON PUB COMPANY PLC

We have audited the financial statements of Wellington Pub Company Plc on pages 6 to 19 for the year ended 31 March 2009. These financial statements have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 the directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF WELLINGTON PUB COMPANY PLC

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

Gerald Edelman

21 October 2009

Chartered Accountants Registered Auditor

Cold Adelan

25 Harley Street London W1G 9BR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2009

	Notes	2009 £000's	2008 £000's
Turnover	2	31,178	31,357
Administrative expenses		(5,169)	(1,485)
Other operating income		4	84
Operating profit	3	26,013	29,956
Other interest receivable and similar			
income	4	830	958
Interest payable and similar charges	5	(12,924)	(13,281)
Profit on ordinary activities before			
taxation		13,919	17,633
Tax on profit on ordinary activities	6	(2,413)	2,341
Profit on ordinary activities after			
taxation		11,506	19,974
Dividends	7	(7,194)	(10,036)
Retained profit for the year	14	4,312	9,938
			

The profit and loss account has been prepared on the basis that all operations are continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2009

	Notes	2009 £000's	2008 £000's
Profit for the financial year		11,506	19,974
Unrealised deficit on revaluation of properties		(72,761)	
Total recognised gains and losses relating to the	year	(61,255)	19,974
Note of historical cost profits and	losses	2009	2008
		£000's	£0003
Reported profit on ordinary activities before taxat	ion	13,919	17,633
Realisation of property revaluation gains of previous	years	320	156
Historical cost profit on ordinary activities before	taxation	14,239	17,789
Historical cost profit for the year retained after tax extraordinary items and dividends	cation,	4,632	10,094

BALANCE SHEET AS AT 31 MARCH 2009

		20	09	20	08
	Notes	£000's	s'0003	£000's	£000's
Fixed assets					
Tangible assets	8		489,609		558,216
Current assets					
Debtors	9	3,762		3,099	
Cash at bank and in hand		20,472		23,412	
		24,234		26,511	
Creditors: amounts falling due within one year	10	(20,104)		(17,118)	
Net current assets			4,130		9,393
Total assets less current liabilities			493,739		567,609
Creditors: amounts falling due after					
more than one year	11		(172,706)		(178,127)
Provisions for liabilities	12		(10,708)		(10,708)
			310,325		378,774
Capital and reserves					
Called up share capital	13		13		13
Revaluation reserve	14		251,714		324,795
Profit and loss account	14		58,598		53,966
Shareholders' funds	15		310,325		378,774

Approved by the Board and authorised for issue on 21 October 2009

P O'Driscoll Director

Company Registration No. 3406623

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2009

	£000's	2009 £000's	£000's	2008 £000's
Net cash inflow from operating activities		26,663		28,153
Returns on investments and servicing of finance				
Interest received	830		958	
Interest paid	(12,924)		(13,281)	
Net cash outflow for returns on investments				
and servicing of finance		(12,094)		(12,323)
Taxation		(478)		-
Capital expenditure				
Payments to acquire tangible assets	(6,459)		(84)	
Receipts from sales of tangible assets	1,927		2,120	
Net cash inflow/(outflow) for capital				
expenditure		(4,532)		2,036
Equity dividends paid		(7,194)		(10,036)
Net cash inflow before management of liquid resources and financing		2,365		7,830
Financing				
Repayment of bank loans	(5,305)		(5,095)	
Net cash outflow from financing		(5,305)		(5,095)
Increase/(decrease) in cash in the year		(2,940)		2,735

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2009

1	Reconciliation of operating profit to net cas activities	h inflow from o	perating	2009	2008
	activities			£000's	£000's
	Operating profit			26,013	29,956
	Depreciation of tangible assets			30	30
	Amortisation of loan finance			228	-
	Loss/(profit) on disposal of tangible assets			347	(1,191)
	Increase in debtors			(663)	• •
	Increase/(decrease) in creditors within one yea	r		708	162
	Net cash inflow from operating activities			26,663	28,153
2	Analysis of net debt	1 April 2008	Cash flow	Other non- cash changes	31 March 2009
		£000's	£000's	£000's	£000's
	Net cash:				
	Cash at bank and in hand Debt:	23,412	(2,940)	-	20,472
	Debts falling due after and within one year	(183,204)	5,305	(227)	(178,126)
	Net debt	(159,792)	2,365	(227)	(157,654)
3	Reconciliation of net cash flow to movemen	t in net debt		2009	2008
				£000's	£000's
	(Decrease)/increase in cash in the year			(2,940)	2,735
	Amortisation of loan issue costs			(227)	(225)
	Cash outflow from decrease in debt			5,305	5,095
	Movement in net debt in the year			2,138	7,605
	Opening net debt			(159,792)	(167,396)
	Closing net debt			(157,654)	(159,791)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties. Turnover relates to one continuing activity, leasing of public houses to independent publicans. All of the company's business is performed in the United Kingdom.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

The part of the annual depreciation charge on revalued assets which relates to the revaluation surplus is transferred from the revaluation reserve to the profit and loss account.

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

No provision has been made for deferred tax on gains recognised on revaluing property to its market value as the company does not intend to sell the revalued assets.

1.7 Repairs and maintenance

Expenditure on repairs and maintenance is charged to profit on the basis of costs incurred.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

1 Accounting policies

(continued)

1.8 Capital instruments

Shares are included in shareholders' funds. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in shareholders' funds. The finance cost recognised in the profit and loss account in respect of capital instruments, other than equity shares, is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit		2009	2008
			£000's	£000's
	Operating profit is stated a	<u> </u>		
	Depreciation of tangible as		30	30
	Loss on disposal of tangib	le assets	347	-
	Operating lease rentals		132	121
	Auditors' remuneration	- Audit work	27	36
		- Tax work	3	
		- Accounts work	3	
	and after crediting:			
	Profit on disposal of tangib	le assets	-	(1,191)
4	Investment income		2009	2008
			£000's	£000's
	Bank interest		830	958
			830	958
				=
5	Interest payable		2009	2008
			£000's	£000's
	On bank loans and overdra	afts	7	4
	On loans repayable after fi	ve years	12,689	13,052
	Amortised security costs	•	228	225
			12,924	13,281
				

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

6	Taxation	2009 £000's	2008 £000's
	Domestic current year tax		
	U.K. corporation tax	2,413	641
	Current tax charge	2,413	641
	Deferred tax		
	Origination and reversal of timing differences	-	(2,982)
		2,413	(2,341)
			
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	13,919	17,633
			
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 28.00% (2008 - 30.00%)	3,897	5,290
	Effects of:		
	Depreciation add back	9	9
	Capital allowances	(500)	(544)
	Profit on sale of tangible fixed assets	97	(357)
	Group relief	(1,090)	(3,757)
		(1,484)	(4,649)
	Current tax charge	2,413	641
7	Dividends	2009	2008
-		£000's	£000's
	Ordinary interim paid	7,194	10,036

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

				Investment properties
				£000's
Cost or valuation				
At 1 April 2008				558,345
Additions				6,459
Revaluation				(72,761)
Disposals				(2,275)
At 31 March 2009				489,768
Depreciation				
\t 1 April 2008				129
Charge for the year				30
At 31 March 2009				159
Net book value				
At 31 March 2009				489,609
At 31 March 2008				558,216
The split of freehold/leasehold bu	ildings is as follows:-			
The split of freehold/leasehold bui	Freehold	Short Leasehold	Long Leasehold	Total
	-		-	Total £000's
Cost or valuation	Freehold £000's	Leasehold £000's	Leasehold £000's	£000's
Cost or valuation At 1 April 2008	£000's 549,695	Leasehold £000's 765	Leasehold	£000's 558,345
Cost or valuation At 1 April 2008 Additions	£000's 549,695 6,459	Leasehold £000's 765	Leasehold £000's	£000's 558,345 6,459
Cost or valuation At 1 April 2008 Additions Revaluation	£000's 549,695 6,459 (72,761)	Leasehold £000's 765 -	Leasehold £000's 7,885 -	£000's 558,345 6,459 (72,761)
Cost or valuation At 1 April 2008 Additions Revaluation	£000's 549,695 6,459	Leasehold £000's 765	Leasehold £000's	£000's 558,345 6,459
The split of freehold/leasehold but Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009	£000's 549,695 6,459 (72,761)	Leasehold £000's 765 -	Leasehold £000's 7,885 -	£000's 558,345 6,459 (72,761)
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765	Leasehold £000's 7,885 - - -	\$58,345 6,459 (72,761) (2,275) 489,768
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation At 1 April 2008	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - -	Leasehold £000's 7,885 - - -	£000's 558,345 6,459 (72,761) (2,275)
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation At 1 April 2008 On disposals	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765 - 129	Leasehold £000's 7,885 - - -	£000's 558,345 6,459 (72,761) (2,275) 489,768
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation At 1 April 2008 On disposals	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765	Leasehold £000's 7,885 - - -	\$58,345 6,459 (72,761) (2,275) 489,768
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation At 1 April 2008 On disposals Charge for the year	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765 - 129	Leasehold £000's 7,885 - - -	£000's 558,345 6,459 (72,761) (2,275) 489,768
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765 - 129 - 30	Leasehold £000's 7,885 - - -	£000's 558,345 6,459 (72,761) (2,275) 489,768
Cost or valuation At 1 April 2008 Additions Revaluation Disposals At 31 March 2009 Depreciation At 1 April 2008 On disposals Charge for the year At 31 March 2009	£000's 549,695 6,459 (72,761) (2,275)	Leasehold £000's 765 - - - 765 - 129 - 30	Leasehold £000's 7,885 - - -	£000's 558,345 6,459 (72,761) (2,275) 489,768

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

8 Investment properties

(continued)

The property portfolio was valued at year end by professionally qualified valuers Motcomb Estates Limited. The valuation was carried out in accordance with the RICS Appraisal and Valuation Manual. The director considers this valuation to be valid at the balance sheet date.

	Deferred taxation has not been provided on the revaluation surplus as there the properties. The amount of deferred tax that has not been provided of estimated to be £45 million (2008 £65 million).	is no intention to on the revalued	dispose of portfolio is
9	Debtors	2009	2008
		£000's	£000's
	Trade debtors	2,920	2,295
	Amounts owed by parent and fellow subsidiary undertakings	480	480
	Other debtors	131	179
	Prepayments and accrued income	231	145
		3,762	3,099
	Amounts falling due after more than one year and included in the debtors above are:		
		2009	2008
		£000's	£000's
	Amounts owed by group undertakings	480	480
10	Creditors: amounts falling due within one year	2009 £000's	2008 £000's
	Bank loans and overdrafts	5,420	5,077
	Trade creditors	2,084	1,239
	Amounts owed to parent and fellow subsidiary undertakings	433	-
	Corporation tax	3,583	1,648
	Other taxes and social security costs	840	1,130
	Other creditors	1,101	1,080
	Accruals and deferred income	6,643	6,944
		20,104	17,118
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

11	Creditors: amounts falling due after more than one year	2009 £000's	2008 £000's
	Analysis of loans		
	Not wholly repayable within five years:		
	Class A secured fixed rate bonds at 6.735% repayable January 2029	117,289	140,903
	Class B secured fixed rate bonds at 7.335% repayable January 2029	30,600	42,301
	Wholly repayable within five years	30,237	-
		178,126	183,204
	Included in current liabilities	(5,420)	(5,077)
		172,706	178,127
	Loon meturity, analysis		
	Loan maturity analysis	E 055	E E20
	In more than one year but not more than two years	5,655 18.034	5,530
	In more than two years but not more than five years	18,934	18,106
	In more than five years	152,223	158,825
		176,812	182,461
	Less : Unamortised issue costs	(4,106)	(4,334)
		172,706	178,127

As security for the payment of all monies due and payable in respect of the Bonds under the trust deed, Wellington Pub Company Plc (the issuer) has entered into a Deed of Charge creating inter alia the following security:

A first fixed charge by way of a mortgage of all estates and other interests of the issuer;

An assignment by way of fixed security of the issuer's right, title, interest and benefit in and to the rental income;

An assignment by way of fixed security of the issuer's right, title, interest and benefit in and to the Assigned Documents;

An assignment by way of first fixed security of the issuer's right title, interest and benefit in and to all amounts from time to time standing to the credit of the Bank Accounts;

A first floating charge over all the property, assets and undertakings of the issuer.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

11 Creditors: amounts falling due after more than one year

(continued)

On 2 March 1998 the company performed a bond issue for £231 million. The issue costs of £3.3 million are being amortised over the life of the bonds at a constant rate on the carrying amount.

Interest and principal payments on the Class B bonds will be subordinated to such payments on the Class A bonds so that Class B Bondholders will not be entitled to receive any payment of interest or principal unless and until all amounts of interest due or overdue and principal then due to Class A Bondholders have been paid in full.

During the year, the company repaid £3,264,960 (2008 - £2,866,000) of the Class A secured fixed rate bonds and £2,040,000 (2008 - £2,040,000) of the Class B secured fixed rate bonds.

12 Provisions for liabilities

			Deferred tax liability £000's
	Balance at 1 April 2008 & at 31 March 2009		10,708
	The deferred tax liability is made up as follows:		
		2009 £000's	2008 £000's
	Accelerated capital allowances	10,708	10,708
13	Share capital	2009 £000's	2008 £000's
	Authorised 100,000 Ordinary shares of 50p each	50	
	Allotted, called up and fully paid Ordinary shares partly paid of £0.50 each	13	13

The alloted share capital equalled 100,000 shares at £0.50 each of which 400 shares which were fully paid and 99,600 shares were partly paid at £0.125 each.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

14	Statement of movements on reserves		
		Revaluation	Profit and
		reserve	loss
			account
		£000's	£000's
	Balance at 1 April 2008	324,795	53,966
	Profit for the year	-	11,506
	Transfer from revaluation reserve to profit and loss account Dividends paid	(320)	320 (7,194)
	Revaluation during the year	(72,761)	-
	Balance at 31 March 2009	251,714	58,598
15	Reconciliation of movements in shareholders' funds	2009 £000's	2008 £000's
	Profit for the financial year	11,506	19,974
	Dividends	(7,194)	(10,036)
		4,312	9,938
	Other recognised gains and losses	(72,761)	-
	Net (depletion in)/addition to shareholders' funds	(68,449)	9,938
	Opening shareholders' funds	378,774	368,836
	Closing shareholders' funds	310,325	378,774
			

16 Employees

Number of employees

There were no employees during the year apart from the directors.

17 Control

The company's parent undertaking is Wellington Investments Limited, a company incorporated in the UK. The ultimate United Kingdom holding company is investors in Private Capital Limited, a company incorporated in the UK. The ultimate controlling party is Landal Worldwide Corp, a company registered in the British Virgin Islands.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2009

18 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

Mr M Turner is a director of Motcomb Estates Limited, the company that carried out the valuation of the investment properties.