

Registration number. 3576145

# Sableknight Victoria Limited

Directors' Report and Financial Statements

Year Ended 31 December 2011

KPMG LLP  
Arlington Business Park  
Theale  
Reading  
Berkshire  
RG7 4SD

TUESDAY



\*A1H7G0PF\*  
A14 11/09/2012 #163  
COMPANIES HOUSE

**Sableknight Victoria Limited**  
**Contents**  
**Year Ended 31 December 2011**

---

|  |         |
|--|---------|
| Company Information                            | 1       |
| Directors' Report                              | 2       |
| Statement of Directors' Responsibilities       | 3       |
| Independent Auditors' Report                   | 4       |
| Profit and Loss Account                        | 5       |
| Statement of Total Recognised Gains and Losses | 6       |
| Balance Sheet                                  | 7       |
| Notes to the Financial Statements              | 8 to 14 |

**Sableknight Victoria Limited**  
**Company Information**  
**Year Ended 31 December 2011**

---

|                          |  |
|--------------------------|--|
| <b>Directors</b>         | R S Broadhurst CBE<br>I C Woodward   |
| <b>Company secretary</b> | G Spinks   |
| <b>Registered office</b> | 10 St Bride Street<br>London<br>EC4A 4AD   |
| <b>Auditors</b>          | KPMG LLP<br>Arlington Business Park<br>Theale<br>Reading<br>Berkshire<br>RG7 4SD |

**Sableknight Victoria Limited**  
**Directors' Report**  
**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

R S Broadhurst CBE

I C Woodward

**Principal activity**

The principal activity of the company is the holding of an investment in a limited partnership

**Directors' liabilities**

During the year, directors and officers liability insurance was provided to the directors. No claim was made under this provision.

**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.


**Reappointment of auditors**

The auditors KPMG LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

**Small company provisions**

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved by the Board on ~~22 MAY~~ 2012 and signed on its behalf by



G Spinks  
Company secretary

## **Sableknight Victoria Limited**

### **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 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, 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 SABLEKNIGHT VICTORIA LIMITED**

We have audited the financial statements of Sableknight Victoria Limited for the year ended 31 December 2011 set out on pages 5 to 14. 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 3, 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 website 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 profit 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 Directors' 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.

**P Holland (Senior Statutory Auditor)**  
for and on behalf of **KPMG LLP, Statutory Auditor**  
Chartered Accountants  
Arlington Business Park  
Theale  
Reading  
RG7 4SD

24 May 2012

**Sableknight Victoria Limited**  
**Profit and Loss Account**  
**Year Ended 31 December 2011**

|   | <b>Note</b> | <b>2011<br/>£</b> | <b>2010<br/>£</b> |
|---|-------------|-------------------|-------------------|
| Administrative expenses                       |             | (14,536)          | (16,651)          |
| Other operating income                        |             | <u>653,255</u>    | <u>665,475</u>    |
| Operating profit                              | 2           | 638,719           | 648,824           |
| Other interest receivable and similar income  | 3           | <u>-</u>          | <u>6,156</u>      |
| Profit on ordinary activities before taxation |             | 638,719           | 654,980           |
| Tax on profit or loss on ordinary activities  | 4           | <u>-</u>          | <u>27,030</u>     |
| Profit for the financial year                 | 11          | <u>638,719</u>    | <u>682,010</u>    |

Turnover and operating profit derive wholly from continuing operations

**Sableknight Victoria Limited**  
**Statement of Total Recognised Gains and Losses**  
**Year Ended 31 December 2011**

|  | <b>Note</b> | <b>2011<br/>£</b> | <b>2010<br/>£</b> |
|--|-------------|-------------------|-------------------|
| Profit for the financial year                          |             | 638,719           | 682,010           |
| Unrealised surplus on revaluation of properties        |             | -                 | 1,660,000         |
| Total recognised gains and losses relating to the year |             | <u>638,719</u>    | <u>2,342,010</u>  |



**Sableknight Victoria Limited**  
**(Registration number: 3576145)**  
**Balance Sheet at 31 December 2011**

|  | Note | 2011<br>£         | 2010<br>£         |
|--|------|-------------------|-------------------|
| <b>Fixed assets</b>                                  |      |                   |                   |
| Investments  | 5    | <u>11,300,050</u> | <u>11,300,050</u> |
| <b>Current assets</b>                                |      |                   |                   |
| Debtors Amounts falling due within one year          | 6    | 165,000           | 167,516           |
| Debtors Amounts falling due after more than one year |      | <u>42,046,882</u> | <u>41,404,802</u> |
|  |      | 42,211,882        | 41,572,318        |
| Creditors Amounts falling due within one year        | 7    | <u>(11,556)</u>   | <u>(10,711)</u>   |
| Net current assets                                   |      | <u>42,200,326</u> | <u>41,561,607</u> |
| Net assets   |      | <u>53,500,376</u> | <u>52,861,657</u> |
| <b>Capital and reserves</b>                          |      |                   |                   |
| Called up share capital                              | 8    | 1                 | 1                 |
| Revaluation reserve                                  | 11   | (1,537,928)       | (1,537,928)       |
| Profit and loss account                              | 11   | <u>55,038,303</u> | <u>54,399,584</u> |
|  |      | <u>53,500,376</u> | <u>52,861,657</u> |

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

Approved by the Board on 22 MAY '12 and signed on its behalf by



R S Broadhurst CBE  
Director

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

---

**I Accounting policies**

**Basis of preparation**

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards

The financial statements have been prepared under the historical cost convention modified by the revaluation of certain fixed asset investments

**Exemption from preparing a cash flow statement**

The accounts do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirements to prepare such a statement.

**Going concern**

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

**Other operating income**

Other operating income consists of distributions received from the limited partnership, The 160QVS LP

**Fixed asset investments**

The investment in the limited partnership represents the company's share of capital and loan accounts as shown in the financial statements of the partnership prepared under the historical cost convention, modified by the revaluation of investment property within the limited partnership

Investment properties are included within the limited partnership at open market values based on annual valuations. Such valuations are undertaken by independent valuers at least once every five years and by the directors in the interim periods

All changes in the open market values of these investment properties are taken to the statement of total recognised gains and losses, being a movement on the revaluation reserve

Joint venture investments are included at cost.

**Deferred tax**

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 all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19 Deferred Taxation

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

---

**2 Operating profit**

Operating profit is stated after charging:

|   | 2011<br>£    | 2010<br>£    |
|---|--------------|--------------|
| Auditor's remuneration - The audit of the company's annual accounts | <u>6,000</u> | <u>6,000</u> |

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 disclosed on a consolidated basis in the consolidated financial statements of the company's parent, Sableknight Limited

Directors' emoluments are borne by the parent company and no remuneration is paid to directors in respect of their services to Sableknight Victoria Limited

---

**3 Other interest receivable and similar income**

|                           | 2011<br>£ | 2010<br>£    |
|---------------------------|-----------|--------------|
| Other interest receivable | <u>-</u>  | <u>6,156</u> |

---

**4 Taxation**

**Tax on profit on ordinary activities**

|  | 2011<br>£ | 2010<br>£       |
|--|-----------|-----------------|
| <b>Current tax</b>                       |           |                 |
| Corporation tax charge                   | -         | -               |
| Adjustments in respect of previous years | <u>-</u>  | <u>(27,030)</u> |
| UK Corporation tax                       | <u>-</u>  | <u>(27,030)</u> |

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

**Factors affecting current tax charge for the year**

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

The differences are reconciled below

|   | 2011<br>£ | 2010<br>£ |
|---|-----------|-----------|
| Profit on ordinary activities before taxation | 638,719   | 654,980   |
| Corporation tax at standard rate              | 169,261   | 183,394   |
| Disallowables                                 | 545       | -         |
| Adjustment in respect of previous period      | -         | (27,030)  |
| Group relief                                  | (169,806) | (183,394) |
| Total current tax                             | -         | (27,030)  |

**5 Investments held as fixed assets**

|  | 2011<br>£  | 2010<br>£  |
|--|------------|------------|
| Shares in group undertakings and participating interests | 50         | 50         |
| Other investments  | 11,300,000 | 11,300,000 |
|  | 11,300,050 | 11,300,050 |

**Shares in group undertakings and participating interests**

|                                      | Joints<br>ventures<br>and<br>associates<br>£ | Total<br>£ |
|--------------------------------------|--|------------|
| <b>Cost and Net Book Value</b>       |  |            |
| At 1 January 2011 & 31 December 2011 | 50   | 50         |

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

---

**Other investments**

|                       | <b>Investment<br/>in Limited<br/>Partnership<br/>£</b> | <b>Total<br/>£</b> |
|-----------------------|--|--------------------|
| <b>Net Book Value</b> |  |                    |
| At 1 January 2011     | 11,300,000   | 11,300,000         |
| Revaluation           | -  | -                  |
| At 31 December 2011   | <u>11,300,000</u>                                      | <u>11,300,000</u>  |

The cost of the investment in the limited partnership was £12,837,928 at 31 December 2011 (2010 £12,837,928)

**Details of undertakings**

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

| <b>Undertaking</b>       | <b>Holding</b> | <b>Proportion of voting<br/>rights and shares held</b> | <b>Principal activity</b> |
|--------------------------|----------------|--|---------------------------|
| <b>Joint ventures</b>    |                |  |                           |
| QVS Developments Limited |                | 55.5%  | dormant                   |

Sableknight Victoria Limited shares management control on a 50%/50% basis with Queensbury Holding Limited

---

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

**6 Debtors**

|   | 2011<br>£         | 2010<br>£         |
|---|-------------------|-------------------|
| Amounts owed by group undertakings and undertakings in which the company has a participating interest | 42,046,882        | 41,404,802        |
| Other debtors   | <u>165,000</u>    | <u>167,516</u>    |
|   | <u>42,211,882</u> | <u>41,572,318</u> |

**7 Creditors: Amounts falling due within one year**

|                 | 2011<br>£     | 2010<br>£     |
|-----------------|---------------|---------------|
| Corporation tax | -             | 406           |
| Other creditors | <u>11,556</u> | <u>10,305</u> |
|                 | <u>11,556</u> | <u>10,711</u> |

**8 Share capital**

**Allotted, called up and fully paid shares**

|                                | No.      | 2011<br>£ | No.      | 2010<br>£ |
|--------------------------------|----------|-----------|----------|-----------|
| 1 ordinary share of £1.00 each | <u>1</u> | <u>1</u>  | <u>1</u> | <u>1</u>  |

**9 Dividends**

|                                | 2011<br>£ | 2010<br>£         |
|--------------------------------|-----------|-------------------|
| <b>Dividends paid</b>          |           |                   |
| Prior year final dividend paid | <u>-</u>  | <u>15,000,000</u> |

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

---

**10 Reconciliation of movement in shareholders' funds**

|  | <b>2011</b><br><b>£</b> | <b>2010</b><br><b>£</b> |
|--|-------------------------|-------------------------|
| Profit attributable to the members of the company      | 638,719                 | 682,010                 |
| Other recognised gains and losses relating to the year | -                       | 1,660,000               |
| Dividends  | -                       | (15,000,000)            |
| Net addition/(reduction) to shareholders' funds        | 638,719                 | (12,657,990)            |
| Shareholders' funds at 1 January                       | 52,861,657              | 65,519,647              |
| Shareholders' funds at 31 December                     | 53,500,376              | 52,861,657              |

---

**11 Reserves**

|                     | <b>Revaluation<br/>reserve<br/>£</b> | <b>Profit and<br/>loss account<br/>£</b> | <b>Total<br/>£</b> |
|---------------------|--------------------------------------|--|--------------------|
| At 1 January 2011   | (1,537,928)                          | 54,399,584                               | 52,861,656         |
| Profit for the year | -                                    | 638,719                                  | 638,719            |
| At 31 December 2011 | (1,537,928)                          | 55,038,303                               | 53,500,375         |

---

**Sableknight Victoria Limited**  
**Notes to the Financial Statements**  
**Year Ended 31 December 2011**

---

**12 Related party transactions**

As the company is a wholly owned subsidiary of Sableknight Limited, the company has taken advantage of the exemption in FRS8 Related Party Disclosures and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

---

**13 Control**

The company is controlled by Sableknight Limited, its parent undertaking. Sableknight Limited is incorporated in the United Kingdom and registered in England and Wales. The only group in which the results of the company are consolidated is that headed by Sableknight Limited and a copy of the consolidated accounts can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. The ultimate controlling party is The Observer Publishing Trust.

---