Report of the Directors and

Financial Statements for the Year Ended 30 November 2016

for

Widnes Regeneration Limited

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Widnes Regeneration Limited

Company Information for the Year Ended 30 November 2016

DIRECTORS:

A M McDermott

R K Polhill S F Prosser S P Knowles R J Hudson

REGISTERED OFFICE:

Park Point 17 High Street Longbridge Birmingham B31 2UQ

REGISTERED NUMBER:

03643210 (England and Wales)

AUDITORS:

Deloitte LLP 4 Brindley Place Birmingham West Midlands B1 2HZ

Report of the Directors for the Year Ended 30 November 2016

The directors present their report with the audited financial statements of the company for the year ended 30 November 2016.

PRINCIPAL ACTIVITIES

The principal activity of the company is that of property rental.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 December 2015 to the date of this report.

A M McDermott

R K Polhill

S F Prosser

S P Knowles

R J Hudson

Other changes in directors holding office are as follows:

W A Oliver - resigned 30 November 2016

None of the directors had any interest in the shares of the company.

GOING CONCERN

The financial position of the Company is set out in the Balance Sheet and the accompanying notes to the financial statements.

The Company has satisfactory financial resources. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. In doing so, the directors have considered the latest guidelines from the Financial Reporting Council regarding the preparation of financial statements on a going concern basis.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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), including 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;
- 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.

Report of the Directors for the Year Ended 30 November 2016

DISCLOSURE OF INFORMATION TO THE AUDITOR

Each director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and
- they have taken all steps necessary to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

AUDITORS

Deloitte LLP, have conducted the audit for the year ended 30 November 2016. A resolution to appoint KPMG LLP as an auditor of the company for the year ending 30 November 2017 has been approved by the shareholders at the time of signing these financial statements.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

R J Hudson - Director

Date: 20th June 2017

Report of the Independent Auditors to the Members of Widnes Regeneration Limited

We have audited the financial statements of Widnes Regeneration Limited for the year ended 30 November 2016 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and the related notes 1 to 17. 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 November 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 'Reduced Disclosure Framework'; 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the Independent Auditors to the Members of Widnes Regeneration Limited

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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Jonathan Dodworth (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

4 Brindley Place

Birmingham

West Midlands

B1 2HZ

Date: 26th June 2017

Statement of Comprehensive Income for the Year Ended 30 November 2016

1	Notes	2016 £	2015 £
TURNOVER	2	52,691	221,353
Cost of sales		2,377	76,275
GROSS PROFIT		55,068	297,628
Administrative expenses		(5,268)	(4,602)
		49,800	293,026
Other operating income	3	354,109	-
Gain/(loss) on revaluation of investment property		15,000	(84,375)
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES		. 	
BEFORE TAXATION	5	418,909	208,651
Tax on profit on ordinary activities	6	(39,924)	(45,235)
PROFIT FOR THE FINANCIAL YEAR		378,985	163,416
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		378,985	163,416

Balance Sheet 30 November 2016

	Notes	2016 £	2015 £
FIXED ASSETS			
Investment property	7	191,114	3,196,114
CURRENT ASSETS			
Debtors	8	3,863,650	612,474
Cash at bank		4,868	5,633
		3,868,518	618,107
CREDITORS			•
Amounts falling due within one year	9	(2,615,194)	(2,747,014)
NET CURRENT ASSETS/(LIABILIT	IES)	1,253,324	(2,128,907)
TOTAL ASSETS LESS CURRENT			
LIABILITIES		1,444,438	1,067,207
PROVISIONS FOR LIABILITIES	10	(762)	(2,516)
NET ASSETS		1,443,676	1,064,691
CAPITAL AND RESERVES			
Called up share capital	11 .	1,000	1,000
Fair Value reserve	12	51,788	54,205
Retained earnings	12	1,390,888	1,009,486
SHAREHOLDERS' FUNDS		1,443,676	1,064,691

The financial statements were approved and authorised for issue by the Board of Directors on 2017... and were signed on its behalf by:

R J Hudson - Director

Statement of Changes in Equity for the Year Ended 30 November 2016

	Called up share capital £	Retained earnings	Fair Value reserve £	Total equity
Balance at 1 December 2014	1,000	775,809	124,466	901,275
Changes in equity Total comprehensive income		233,677	(70,261)	163,416
Balance at 30 November 2015	1,000	1,009,486	54,205	1,064,691
Changes in equity Total comprehensive income	·	381,402	(2,417)	378,985
Balance at 30 November 2016	1,000	1,390,888	51,788	1,443,676

Notes to the Financial Statements for the Year Ended 30 November 2016

1. ACCOUNTING POLICIES

Basis of preparation

The company is a private company limited by shares and is incorporated in the United Kingdom under the Companies Act 2006. The company's financial statements have been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis except for the revaluation of investment properties.

The company meets the definition of qualifying entity under FRS 100 'Application of Financial Reporting Requirements' as issued by the Financial Reporting Council. Accordingly, in the year ended 30 November 2016, the company has undergone a transition from reporting under old UK GAAP to FRS 101. This transition is considered to have had a material effect on the financial statements as disclosed in note 16.

The company has taken advantage of the disclosure exemptions included within paragraph 8 of FRS 101. The main impact of these disclosure exemptions is that these financial statements do not include a Cash Flow Statement, financial instruments, fair value measurement and related party disclosures. Where required, equivalent disclosures are given in the consolidated financial statements of St. Modwen Properties PLC.

Turnover

Turnover represents sales from rental income receivable on a straight-line basis over the lease term.

Investment property

Investment properties are carried at fair value following initial recognition at the present value of the consideration payable. To establish fair value, investment properties are independently valued on the basis of market value. Any surplus or deficit arising is recognised in the profit and loss account for the year. Investment properties are not depreciated.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors

Trade and other debtors are recognised and carried at the lower of their original invoiced value or recoverable amount. Provision is made when there is evidence that the company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Cash and cash equivalents

Cash and cash equivalents comprises cash balances and short-term deposits with banks with initial maturity less than three months.

Trade and other creditors

Trade and other creditors are recorded at amortised cost. Where payment is on deferred terms the liability is initially recorded by discounting the nominal amount payable to net present value. The discount to nominal value is amortised over the period of the deferred arrangement and charged to finance costs.

Notes to the Financial Statements - continued for the Year Ended 30 November 2016

1. ACCOUNTING POLICIES - continued

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from, or paid to, the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Full payment is made for transfer pricing adjustments and group relief surrendered between group undertakings.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, using the rates of tax expected to apply based on legislation enacted or substantively enacted at the balance sheet date.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws substantively enacted at the balance sheet date.

Interest

Interest incurred on properties in the course of development, whether for sale or retention as investments, is charged to the profit and loss account on an accruals basis.

2. TURNOVER

The turnover and profit before taxation are attributable to the principal activities of the company.

The total turnover of the company for the year has been derived wholly in the UK.

3. OTHER OPERATING INCOME

	2010	2013
	£	£
Profit on disposal of		
Investment Property	354,109	-

2016

4. EMPLOYEES AND DIRECTORS

The company had no employees (2015: nil) and is managed by its ultimate parent company, St. Modwen Properties PLC.

	2016	2015
	£	£
Directors' remuneration	-	-

5. PROFIT BEFORE TAXATION

The remuneration of the directors is paid by other group undertakings for both the current financial year and the prior financial year and no part of their remuneration is specifically attributable to their services to this company.

The profit on ordinary activities before taxation is stated after charging the fees payable to the company's auditors for the audit of the financial statements £3,200 (2015: £3,200) and the fee payable for tax services was £nil (2015: £nil).

Notes to the Financial Statements - continued for the Year Ended 30 November 2016

6. TAXATION

7.

At 30 November 2015

Analysis of tax expense	2016	2015
Current tax:	£ 41,678	£ 59,172
Deferred tax	(1,754)	(13,937)
Total tax expense in statement of comprehensive income	39,924	45,235
Factors affecting the tax expense The tax assessed for the year is lower (2015 - higher) than the standard rate of difference is explained below:	corporation tax	in the UK. The
	2016 £	2015 £
Profit on ordinary activities before income tax	418,909	208,651
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20.330%)	83,782	42,419
Effects of: Impact of current year revaluations Change in rate used in provision of deferred tax Adjustments to tax charge in respect of previous years Difference between chargeable gains and accounting profit	82 - 831 (44,771)	3,677 (823) (223) 185
Tax expense	39,924	45,235
INVESTMENT PROPERTY		Total £
FAIR VALUE At 1 December 2015 Disposals Revaluations		3,196,114 (3,020,000) 15,000
At 30 November 2016		191,114
NET BOOK VALUE At 30 November 2016		191,114

Investment properties were revalued to fair value at 30 November 2016, based on a valuation undertaken by Cushman & Wakefield, an independent valuer with recent experience in the location and class of the investment property being valued.

3,196,114

If investment property had not been revalued, it would have been included on a historical cost basis at £152,000 (2015: £3,152,829).

Notes to the Financial Statements - continued for the Year Ended 30 November 2016

8.	DEBTORS				
				2016	2015
				£	£
	Trade debtors			6,023	-
		l by group undertakings		3,830,094	612,474
	Prepayments			27,533	-
				3,863,650	612,474
9.	CREDITORS	: AMOUNTS FALLING DUE	WITHIN ONE YEAR	****	
				2016 £	2015
	Tue de eus dite u	_			£
	Trade creditors	s to group undertakings	·	53,473 68,770	68,944
	Corporation ta			40,847	59,581
	Other tax and s			885	7,277
	Other creditors			1,125	15,961
		I to parent undertaking		2,390,841	2,390,841
		eferred income		59,253	204,410
				2,615,194	2,747,014
10.	PROVISIONS	S FOR LIABILITIES			
				2016	2015
				£	£
	Deferred tax			762	2,516
					Deferred
					tax
					£
	Balance at 1 D				
	As previous				(649)
	Prior year a	djustment			3,165
					2.716
	As restated				2,516
	Provided durin	g year			(1,754)
	Balance at 30 1	November 2016			762 ———
11.	CALLED UP	SHARE CAPITAL			
	A 11 a 44 a 3 d 4 a	d and fully noid.			
	Number:	d and fully paid: Class:	Nominal	2016	2015
	MILLIDEL.	Class.	value:	2016 £	2013 £
	810	Ordinary 'A' Shares	£1	* 810	£ 810
	190	Ordinary 'B' Shares	£1	190	190
			~ 1		
				1,000	1,000

Notes to the Financial Statements - continued for the Year Ended 30 November 2016

11. CALLED UP SHARE CAPITAL - continued

	2016	2015
	£	£
Allotted, called up and fully paid equity		
810 Ordinary 'A' shares of £1 each	810	810
190 Ordinary 'B' shares of £1 each		190
	1,000	1,000

The A and B shares rank pari passu in all respects except voting. The B shares are entitled to 51% of all votes under the following circumstances:

- altering the Memorandum or Articles of Association;
- altering the rights attaching to any shares in the capital of the company;
- increasing or reducing the capital of the company, authorising the purchase by the company of its own shares, the issue of any shares or the grant of any option or other right to subscribe for any security convertible into shares of the company or entering into of any agreement for the same;
- the appointment or removal of any B director; or
- the winding up of the company.

The A shares are held by St. Modwen Properties PLC. The B shares are held by Halton Borough Council.

12. RESERVES

	Fair			
	Retained earnings	Value reserve	Totals	
•	£	£	£	
At 1 December 2015	1,009,486	54,205	1,063,691	
Profit for the year	378,985	-	378,985	
Tax on realised revaluation	17,417	(17,417)	-	
Revaluation of property	(15,000)	15,000	-	
At 30 November 2016	1,390,888	51,788	1,442,676	

13. ULTIMATE PARENT COMPANY

The immediate and ultimate parent company is St. Modwen Properties PLC, a company registered in England. Copies of the Group report and financial statements of St. Modwen Properties PLC are available from the Registered Office at Park Point, 17 High Street, Longbridge, Birmingham, B31 2UQ. This is the smallest and largest group into which this company is consolidated.

14. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose related party transactions with wholly owned subsidiaries within the group.

Notes to the Financial Statements - continued for the Year Ended 30 November 2016

15. CRITICAL JUDGEMENTS IN APPLYING THE COMPANY'S ACCOUNTING POLICIES

In the application of the company's accounting policies outlined above, the directors are required to make judgements relating to the carrying amounts of assets and liabilities that are not readily apparent from other sources.

Going concern

The directors have prepared the financial statements on a going concern basis for the reasons set out in the paragraph headed "Going concern" in the report of the directors.

Valuation of investment properties

The company adopts the valuation performed by its independent valuers as the fair value of its investment properties, following review by management. The valuation is performed according to RICS rules, using appropriate levels of professional judgement for the prevailing market conditions. Professional judgement is applied in determining such things as an appropriate yield for a given property, estimated rental values and the appropriateness of remediation expenditure and costs to complete.

16. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the company's accounting policies outlined above, the directors are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

Taxation

As a property company, tax and its treatment is often an integral part of transactions. The outcome of tax treatments are recognised by the company to the extent the outcome is reasonably certain. The tax currently payable is based on the taxable result for the year. The taxable result may differ from the result as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that will not be taxable or deductible. In particular, as a property company, the effective tax rate for the year may reflect the benefit of certain investment gains not being taxable because of indexation, capital allowances, land remediation and other reliefs on certain property expenditure or the utilisation of capital tax losses brought forward.

17. TRANSITION TO FRS 101 NOTE

Under UK GAAP, the revaluation of investment properties was taken to the revaluation reserve and deferred tax on property revaluations was not recognised. Under FRS 101, such revaluations are debited or credited to the profit and loss account and included within retained earnings together with their associated deferred tax, therefore the impact of these current year and cumulative revaluations is transferred from the revaluation reserve to the profit and loss account and retained earnings respectively.

Under FRS 101, any cumulative retained earnings that have been derived from revaluations of investment properties (including associated deferred tax) are considered to represent unrealised reserves. As a result, these have been transferred from retained earnings to a separate fair value reserve to better distinguish those retained earnings that are realised.

Reconciliation of Equity 1 December 2014 (Date of Transition to FRS 101)

	UK GAAP	Effect of transition to FRS 101	FRS 101
Not	tes £	£	£
FIXED ASSETS	2.765.000	(2.765.000)	
Tangible assets	2,765,000	(2,765,000) 2,845,000	2,845,000
Investment property		2,843,000	2,843,000
	2,765,000	80,000	2,845,000
CURRENT ASSETS			
Stocks	273,838	51,346	325,184
Debtors	554,478	-	554,478
Cash at bank	5,730		5,730
	834,046	51,346	885,392
CREDITORS			
Amounts falling due within one year	(2,811,961)	(17,158)	(2,829,119)
NET CURRENT LIABILITIES	(1,977,915)	34,188	(1,943,727)
TOTAL ASSETS LESS CURRENT			
LIABILITIES	787,085	114,188	901,273
NET ASSETS	787,085	114,188	901,273
CAPITAL AND RESERVES			
Called up share capital	1,000	-	1,000
Fair Value reserve	66,309	58,157	124,466
Retained earnings	719,776	56,031	775,807
SHAREHOLDERS' FUNDS	787,085	114,188	901,273
			

Reconciliation of Equity - continued 30 November 2015

	Notes	UK GAAP £	Effect of transition to FRS 101	FRS 101
FIXED ASSETS	Notes	I.	£	£
Tangible assets		3,185,000	(3,185,000)	_
Investment property			3,196,114	3,196,114
		3,185,000	11,114	3,196,114
CURRENT ASSETS				
Debtors		613,123	(649)	612,474
Cash at bank		5,633	-	5,633
		618,756	(649)	618,107
CREDITORS				
Amounts falling due within one year		(2,747,014)		(2,747,014)
NET CURRENT LIABILITIES		(2,128,258)	(649)	(2,128,907)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,056,742	10,465	1,067,207
PROVISIONS FOR LIABILITIES			(2,516)	(2,516)
NET ASSETS		1,056,742	7,949	1,064,691
CAPITAL AND RESERVES				
Called up share capital		1,000	-	1,000
Fair Value reserve		102,343	(48,138)	54,205
Retained earnings		953,399	56,087	1,009,486
SHAREHOLDERS' FUNDS		1,056,742	7,949	1,064,691

Reconciliation of Profit for the Year Ended 30 November 2015

	UK GAAP £	Effect of transition to FRS 101 £	FRS 101
TURNOVER	221,353	-	221,353
Cost of sales	76,275	-	76,275
GROSS PROFIT Administrative expenses Gain/(loss) on revaluation of investment property	297,628 (4,602)	(84,375)	297,628 (4,602) (84,375)
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	293,026 293,026	(84,375) (84,375)	208,651
Tax on profit on ordinary activities	(59,403)	14,168	(45,235)
PROFIT FOR THE FINANCIAL YEAR	233,623	(70,207)	163,416