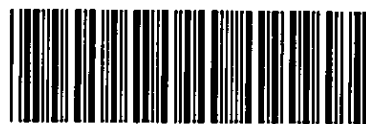


Registered number  
03758726

**Heart of the City Limited**  
**Annual report and financial statements**  
**for the year ended 30 September 2012**

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# **Heart of the City Limited**

## **Annual report and financial statements for the year ended 30 September 2012**

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**Heart of the City Limited****Company information for the year ended 30 September 2012****Director**

Mr R J Livingstone

**Company secretary**

Mr R N Luck

**Independent Auditors**

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

**Registered office**

Quadrant House, Floor 6

4 Thomas More Square

London

E1W 1YW

**Registered number**

03758726

**Heart of the City Limited**  
**Director's report for the year ended 30 September 2012**

The director presents his report and the audited financial statements for the year ended 30 September 2012

**Principal activities**

The company's only activity is holding an investment in LR (Sheffield PFI) Limited, whose principal activity is commercial property investment. The director considers the financial position at 30 September 2012 to be satisfactory.

**Principal risks and uncertainties**

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place, and movements in commodity prices. Further discussion of the risks and uncertainties, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

**Key performance indicators**

The company is managed by the director in accordance with its ultimate parent company, Loopsign Limited, group strategies and for this reason, the director believes that key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

**Results and dividends**

The results for the year are set out in the profit and loss account on page 5. The director does not recommend the payment of a dividend (2011: £nil).

**Going concern**

The director believes that preparing the financial statements on the going concern basis is appropriate due to certain undertakings received from LR (Sheffield PFI) Limited. The director has received confirmation that LR (Sheffield PFI) Limited will not demand repayment for any balances outstanding at 30 September 2012 for at least one year after these financial statements are signed.

**Director**

The director of the company who served during the year and up to the date of signing the financial statements was as follows:

Mr R J Livingstone

**Qualifying third party indemnity provisions**

The company maintains liability insurance for its director and officer. Following shareholder approval, the Company has also provided an indemnity for its director and the company secretary, which is a qualifying indemnity provision for the purposes of the Companies Act 2006.

**Disclosure of information to auditors**

In so far as the director is aware:

- there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**Independent auditors**

In the absence of a notice proposing that their appointment be terminated, PricewaterhouseCoopers LLP, are deemed to have been re-appointed as auditors for the next year.

By order of the board

  
Mr R N Luck  
Company Secretary

19 December 2012

## **Heart of the City Limited**

### **Statement of director's responsibilities for the year ended 30 September 2012**

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

By order of the board



Mr R N Luck

**Company Secretary**

19 December 2012

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HEART OF THE CITY LIMITED**

We have audited the financial statements of Heart of the City Limited for the year ended 30 September 2012 which comprise the profit and loss account, the balance sheet and the related notes. 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).

### **Respective responsibilities of director and auditors**

As explained more fully in the Statement of director's responsibilities stated on page 3, the director is 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 the 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **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 director's report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of 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 September 2012 and of its loss for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

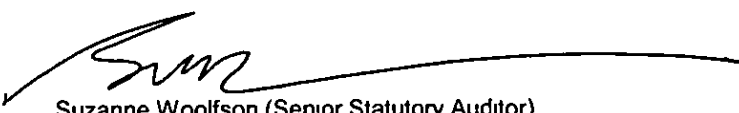
### **Opinion on other matters prescribed by the Companies Act 2006**

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Suzanne Woolfson (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

19 December 2012

**Heart of the City Limited**  
**Profit and loss account**  
**for the year ended 30 September 2012**

	Note	2012 £	2011 £
<b>Operating profit</b>	2	-	-
Interest receivable and similar income		1,781	731
Interest payable and similar charges	4	(419,477)	(426,276)
<b>Loss on ordinary activities before taxation</b>		<u>(417,696)</u>	<u>(425,545)</u>
Tax on loss on ordinary activities	5	-	-
<b>Loss for the financial year</b>		<u>(417,696)</u>	<u>(425,545)</u>

All amounts relate to continuing operations

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented

There is no material difference between the loss on ordinary activities before taxation and the loss stated above and their historical costs equivalents

**Heart of the City Limited**  
**Balance sheet**  
**as at 30 September 2012**

**Registered number**  
**03758726**

	Note	2012 £	2011 £
<b>Fixed assets</b>			
Investments	6	180,000	180,000
<b>Current assets</b>			
Debtors	7	6,877,532	6,877,532
Cash at bank and in hand		<u>24,957</u>	<u>517,560</u>
		6,902,489	7,395,092
<b>Creditors amounts falling due within one year</b>	8	<u>(5,732,705)</u>	<u>(5,700,104)</u>
<b>Net current assets</b>		1,169,784	1,694,988
<b>Total assets less current liabilities</b>		<u>1,349,784</u>	<u>1,874,988</u>
<b>Creditors amounts falling due after more than one year</b>	9	<u>(5,558,566)</u>	<u>(5,666,074)</u>
<b>Net liabilities</b>		<u>(4,208,782)</u>	<u>(3,791,086)</u>
<b>Capital and reserves</b>			
Called up share capital	12	2	2
Profit and loss reserve	13	<u>(4,208,784)</u>	<u>(3,791,088)</u>
<b>Total shareholders' deficit</b>	14	<u>(4,208,782)</u>	<u>(3,791,086)</u>

These financial statements were approved by the Director on 19 December 2012 and signed on its behalf by

Mr R J Livingstone  
**Director**

19 December 2012





**Heart of the City Limited**  
**Notes to the financial statements**  
**for the year ended 30 September 2012**

**1 Accounting policies**

**Basis of preparation**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

**Going concern**

The director believes that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of a fellow subsidiary company LR (Sheffield PFI) Limited. The director has received confirmation that LR (Sheffield PFI) Limited intends to support the company for at least one year after these financial statements are signed.

**Finance costs**

Finance costs, including issue costs which are initially recognised as a reduction in the proceeds of the associated capital instrument, are amortised over the period of the loans in accordance with FRS 4 'Capital instruments'.

**Deferred taxation**

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Cash flow statement**

The company has taken advantage of the exemption permitted by Financial Reporting Standard 1, (revised 1996) 'Cash flow statements' from including a cash flow statement on the grounds that the company is wholly owned and its ultimate parent publishes a consolidated cash flow statement.

**Investments**

Investments are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the director when there has been an indication of potential impairment.

**Interest rate swaps**

The company uses derivative financial instruments to reduce exposure to interest rate movements. The company does not hold or issue derivative financial instruments for speculative purposes.

For an interest rate swap to be treated as a hedge it must be related to actual assets or liabilities or a probable commitment and must change the nature of the interest rate by converting a variable rate to a fixed rate or vice versa. Interest differentials under these swaps are recognised by adjusting interest payable over the periods of the contracts.

If an instrument ceases to be a hedge, for example because the underlying hedged position is eliminated, the instrument is marked to market and any resulting profit or loss recognised at that time.

**2 Operating profit**

	2012 £	2011 £
This is stated after charging		
Auditors' remuneration	-	-

Auditors' remuneration has been borne by London & Regional Properties Limited

**Heart of the City Limited**  
**Notes to the financial statements**  
**for the year ended 30 September 2012**

**3 Director's emoluments**

The director did not receive any emoluments in respect of his services to the company (2011 £nil)  
The company has no employees (2011 nil) other than the director

The emoluments of Mr R J Livingstone are paid by a fellow subsidiary company which makes no recharge to the company. Mr R J Livingstone is a director of the ultimate parent company and a number of fellow subsidiary companies and it is not possible to make an accurate apportionment of his emoluments in respect of each of the subsidiaries to which he provides services. The total emoluments of Mr R J Livingstone are included in the aggregate of directors' emoluments included in the financial statements of the ultimate parent company.

**4 Interest payable and similar charges**

	2012 £	2011 £
On borrowings repayable within five years	409,959	416,758
Amortisation of loan fees	9,518	9,518
	<u>419,477</u>	<u>426,276</u>

**5 Tax on loss on ordinary activities**

No tax has been provided for due to the taxable loss in the year

**Factors affecting tax charge for year**

From 01 April 2012, the rate of corporation tax has reduced from 26% to 24%, giving a blended average rate for the year of 25%.

The tax assessed for the year is different (2011 different) than the blended rate of corporation tax in the UK of 25% (2011 27%). The differences are explained below.

	2012 £	2011 £
Loss on ordinary activities before taxation	<u>(417,696)</u>	<u>(425,545)</u>
Blended rate of corporation tax in the UK	25%	27%
	£	£
Loss on ordinary activities multiplied by the blended rate of corporation tax in the UK of 25% (2011 27%)	(104,424)	(114,897)
<b>Effects of</b>		
Surrender of tax losses	<u>104,424</u>	<u>114,897</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

The company surrendered the benefit of tax losses amounting to £417,696 to fellow subsidiary undertakings without receiving any payment (2011 £425,545).

**Factors that may affect future tax charges**

Reductions to the UK corporation tax rate were announced in the March 2012 Budget. The changes, which were enacted on 17 July 2012, reduce the rate by 1% per annum to 22% by 1 April 2014. These changes have no impact on these financial statements.

**Heart of the City Limited**  
**Notes to the financial statements**  
**for the year ended 30 September 2012**

**6 Investments**

	£
<b>Cost</b>	
At 1 October 2011 and at 30 September 2012	<u>180,000</u>

The company has the following investments

The company owns all of the £1 'B' ordinary shares, representing 10% of the voting rights, in LR (Sheffield PFI) Limited, a company incorporated in England & Wales. The principal activity of this company is commercial property investment.

The director believes that the carrying value of the investment is supported by the underlying net assets.

<b>7 Debtors</b>	<b>2012</b>	<b>2011</b>
	£	£
Amounts owed by group undertakings	<u>6,877,532</u>	<u>6,877,532</u>

The amounts owed by group undertakings are interest free, repayable on demand, and unsecured.

<b>8 Creditors amounts falling due within one year</b>	<b>2012</b>	<b>2011</b>
	£	£
Bank loans and overdrafts	107,508	958,480
Amounts owed to group undertakings	5,625,197	4,657,199
Accruals and deferred income	-	84,425
	<u>5,732,705</u>	<u>5,700,104</u>

The amounts owed to group undertakings are interest free, repayable on demand, and unsecured.

The bank loan is stated net of finance charges of £9,518 (2011 £9,518) to be allocated to the following year.

<b>9 Creditors amounts falling due after more than one year</b>	<b>2012</b>	<b>2011</b>
	£	£
Bank loans (note 10)	<u>5,558,566</u>	<u>5,666,074</u>

The bank loan is stated net of finance charges of £1,586 (2011 £11,104) to be allocated to future periods. It is secured over the short leasehold property of a related undertaking and the loan is repayable from surplus rental income deriving from that property and by a bullet on 31 December 2013. The loan bears interest at an effective fixed rate of 6.71% per annum (2011 6.71%) through the company entering into an interest rate swap.

<b>10 Loans</b>	<b>2012</b>	<b>2011</b>
	£	£
Loans wholly repayable within five years		
Bank loan	<u>5,666,074</u>	<u>6,624,554</u>
Analysis of maturity of debt		
Within one year or on demand	107,508	958,480
Between one and two years	5,558,566	107,508
Between two and five years	-	5,558,566
	<u>5,666,074</u>	<u>6,624,554</u>

**11 Fair values of financial instruments**

The company borrows at both fixed and floating rates of interest and then employs derivative financial instruments in the form of interest rate swaps to manage the company's exposure to interest rate fluctuations. The fair value of the interest rate swap outstanding is a negative £385,369 (2011 negative £556,992) at the balance sheet date.

**Heart of the City Limited**  
**Notes to the financial statements**  
**for the year ended 30 September 2012**

<b>12 Called up share capital</b>			<b>2012</b>	<b>2011</b>
			<b>£</b>	<b>£</b>
Authorised				
12,000,000 ordinary shares of £1 each			<u>12,000,000</u>	<u>12,000,000</u>
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b>Number</b>	<b>Number</b>	<b>£</b>	<b>£</b>
Allotted and fully paid				
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>
<b>13 Profit and loss reserve</b>				<b>2012</b>
				<b>£</b>
At 1 October 2011				(3,791,088)
Loss for the financial year				<u>(417,696)</u>
At 30 September 2012				<u>(4,208,784)</u>
<b>14 Reconciliation of movement in shareholder's deficit</b>			<b>2012</b>	<b>2011</b>
			<b>£</b>	<b>£</b>
At 1 October			(3,791,086)	(3,365,541)
Loss for the financial year			<u>(417,696)</u>	<u>(425,545)</u>
At 30 September			<u>(4,208,782)</u>	<u>(3,791,086)</u>

**15 Related party transactions**

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related Party Disclosures', on the grounds that it is wholly owned subsidiary of a group headed by Loopsign Limited, whose financial statements are publicly available

**16 Parent undertaking**

The immediate parent undertaking is London & Regional Group Investments Limited

The ultimate parent undertaking is Loopsign Limited, a company incorporated in England and Wales

London & Regional Group Holdings Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 30 September 2012. Loopsign Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2012. The consolidated financial statements of Loopsign Limited can be obtained from the company secretary at:  
 Quadrant House, Floor 6  
 4 Thomas More Square  
 London  
 E1W 1YW

The ultimate controlling parties are Mr I M Livingstone and Mr R J Livingstone through their joint ownership of Loopsign Limited