

**St Andrew's Property Holdings Limited**  
**Financial statements**  
**30 September 2010**

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# **St Andrew's Property Holdings Limited**

## **Financial statements**

**Year ended 30 September 2010**

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# **St Andrew's Property Holdings Limited**

## **Officers and professional advisers**

<b>The board of directors</b>	Andrew R Cunningham Nick P On Mark Greenwood Nicholas M F Jopling Peter Q P Couch
<b>Company secretary</b>	Michael P Windle
<b>Registered office</b>	Citygate St James' Boulevard Newcastle Upon Tyne NE1 4JE
<b>Auditor</b>	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditor 89 Sandyford Road Newcastle Upon Tyne NE1 8HW
<b>Bankers</b>	Barclays Bank Plc Barclays House 71 Grey Street Newcastle Upon Tyne NE99 1JP
<b>Solicitors</b>	Dickinson Dees LLP St Ann's Wharf 112 Quayside Newcastle Upon Tyne NE99 1SB

# **St Andrew's Property Holdings Limited**

## **The directors' report**

**Year ended 30 September 2010**

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 September 2010

### **Principal activities**

The principal activity of the company during the year was property development and trading

### **Directors**

The directors who served the company during the year were as follows

Andrew R Cunningham  
Rupert J Dickinson  
Mark J Robson  
Nick P On  
Mark Greenwood

Mark Greenwood was appointed as a director on 23 September 2010

Rupert J Dickinson resigned as a director on 20 October 2009

Mark J Robson resigned as a director on 7 July 2010

Nicholas M F Jopling was appointed as a director on 8 December 2010

Peter Q P Couch was appointed as a director on 8 December 2010

### **Directors' responsibilities**

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 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,
- 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.

# **St Andrew's Property Holdings Limited**

**The directors' report *(continued)***

**Year ended 30 September 2010**

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

## **Auditor**

PricewaterhouseCoopers LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

## **Small company provisions**

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Signed by order of the directors



Michael P Windle  
Company Secretary

Approved by the directors on 25 February 2011

# **St Andrew's Property Holdings Limited**

## **Independent auditor's report to the shareholders of St Andrew's Property Holdings Limited**

**Year ended 30 September 2010**

We have audited the financial statements of St Andrew's Property Holdings Limited for the year ended 30 September 2010, 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 directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out in the directors' report, 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 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.

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 to 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.

### **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 2010 and of its profit 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 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.

# **St Andrew's Property Holdings Limited**

## **Independent auditor's report to the shareholders of St Andrew's Property Holdings Limited (continued)**

**Year ended 30 September 2010**

### **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 prepare financial statements and the directors' report in accordance with the small company regime



**Jonathan Greenaway (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle Upon Tyne**

25 February 2011

# St Andrew's Property Holdings Limited

## Profit and loss account

Year ended 30 September 2010

	Note	2010 £	2009 £
Turnover	2	611,299	39,235
Cost of sales		(563,438)	(6,201)
Gross profit		47,861	33,034
Profit on ordinary activities before taxation		47,861	33,034
Tax on profit on ordinary activities	4	(13,401)	(9,250)
Profit for the financial year		<u>34,460</u>	<u>23,784</u>

All of the activities of the company are classed as continuing

### Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit of £34,460 attributable to the shareholders for the year ended 30 September 2010 (2009 - profit of £23,784)

The notes on pages 8 to 11 form part of these financial statements.



# St Andrew's Property Holdings Limited


## Balance sheet

30 September 2010

	Note	2010 £	£	2009 £
<b>Current assets</b>				
Stocks	6	–		541,403
Debtors	7	<u>406,913</u>		<u>296,173</u>
		<u>406,913</u>		<u>837,576</u>
<b>Creditors Amounts falling due within one year</b>	8	–		<u>(123)</u>
<b>Net current assets</b>			<u>406,913</u>	<u>837,453</u>
<b>Total assets less current liabilities</b>			<u>406,913</u>	<u>837,453</u>
<b>Capital and reserves</b>				
Called-up equity share capital	10		<u>1,000</u>	<u>1,000</u>
Profit and loss account	11		<u>405,913</u>	<u>836,453</u>
<b>Shareholders' funds</b>	12		<u>406,913</u>	<u>837,453</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved by the directors and authorised for issue on 25 February 2011, and are signed on their behalf by



Andrew R Cunningham  
Director

Company Registration Number 04040810

The notes on pages 8 to 11 form part of these financial statements.

# **St Andrew's Property Holdings Limited**

## **Notes to the financial statements**

**Year ended 30 September 2010**

### **1. Accounting policies**

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year

#### **Cash flow statement**

The company is a wholly owned subsidiary of Grainger plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement

#### **Turnover**

Turnover comprises gross rentals, gross sale proceeds of trading properties and land, and sundry other income, exclusive of VAT. Sales of properties are only accounted for when the cash proceeds are received in full or the company has entered into a legally binding contract

#### **Stocks**

Trading properties are shown in the financial statements at the lower of cost to the company and net realisable value. Cost to the company includes legal and surveying charges incurred during the acquisition plus improvement costs. Net realisable value is the net sale proceeds which the company expects on sale of a property with vacant possession

Repairs are expensed in the profit and loss account as incurred. Improvement costs are capitalised

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

### **2. Turnover**

The total turnover of the company has been derived from its principal activity wholly undertaken in the UK as defined in the directors' report

# St Andrew's Property Holdings Limited

## Notes to the financial statements

Year ended 30 September 2010

### 3 Operating profit

Operating profit is stated after charging

	2010	2009
	£	£
Auditor's fees	<u>400</u>	<u>400</u>

Audit fees are statutory audit fees only and are borne by another Group company

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous year.

### 4 Taxation on ordinary activities

#### (a) Analysis of charge in the year

	2010	2009
	£	£
Current tax		
UK Corporation tax based on the results for the year at 28% (2009 - 28%)	<u>13,401</u>	<u>9,250</u>
Total current tax	<u>13,401</u>	<u>9,250</u>

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements.

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 28% (2009 - 28%).

	2010	2009
	£	£
Profit on ordinary activities before taxation	<u>47,861</u>	<u>33,034</u>
Profit on ordinary activities by rate of tax	<u>13,401</u>	<u>9,250</u>
Total current tax (note 4(a))	<u>13,401</u>	<u>9,250</u>

#### (c) Factors that may affect future tax charges

There are no factors that are expected to significantly affect the taxation charge in future years.

### 5 Dividends

#### Equity dividends

	2010	2009
	£	£
Paid during the year		
Dividends on equity shares	<u>465,000</u>	<u>-</u>

# St Andrew's Property Holdings Limited

## Notes to the financial statements

Year ended 30 September 2010

<b>6 Stocks</b>			<b>2010</b>	<b>2009</b>
			<b>£</b>	<b>£</b>
Trading properties			<u>—</u>	<u>541,403</u>
<b>7 Debtors</b>			<b>2010</b>	<b>2009</b>
			<b>£</b>	<b>£</b>
Amounts owed by group undertakings			<u>406,913</u>	<u>296,173</u>
<b>8 Creditors: Amounts falling due within one year</b>			<b>2010</b>	<b>2009</b>
			<b>£</b>	<b>£</b>
Trade creditors			<u>—</u>	<u>123</u>
<b>9 Related party transactions</b>				
The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group				
<b>10 Share capital</b>				
<b>Authorised share capital:</b>			<b>2010</b>	<b>2009</b>
			<b>£</b>	<b>£</b>
1,000 Ordinary shares of £1 each			<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>				
	<b>2010</b>		<b>2009</b>	
	<b>No</b>	<b>£</b>	<b>No</b>	<b>£</b>
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
<b>11 Profit and loss account</b>			<b>2010</b>	<b>2009</b>
			<b>£</b>	<b>£</b>
Balance brought forward			836,453	812,669
Profit for the financial year			34,460	23,784
Equity dividends			(465,000)	—
Balance carried forward			<u>405,913</u>	<u>836,453</u>

# St Andrew's Property Holdings Limited

## Notes to the financial statements

Year ended 30 September 2010

### 12. Reconciliation of movements in shareholders' funds

	2010	2009
	£	£
Profit for the financial year	34,460	23,784
Equity dividends	(465,000)	—
Net (reduction)/addition to shareholders' funds	(430,540)	23,784
Opening shareholders' funds	837,453	813,669
Closing shareholders' funds	406,913	837,453

### 13 Ultimate parent undertaking and controlling party

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE

Northumberland & Durham Property Trust Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company