

**Report of the Directors and
Financial Statements for the Year Ended 30 November 2012
for
Boughton Holdings**

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for the Year Ended 30 November 2012**

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Boughton Holdings
Company Information
for the Year Ended 30 November 2012

DIRECTORS: M E Dunn
W A Oliver

REGISTERED OFFICE: Sir Stanley Clarke House
7 Ridgeway
Qunton Business Park
Birmingham
West Midlands
B32 1AF

REGISTERED NUMBER: 04112012 (England and Wales)

AUDITORS: Deloitte LLP
Chartered Accountants
& Statutory Auditor
Four Brindleyplace
Birmingham
West Midlands
B1 2HZ

**Report of the Directors
for the Year Ended 30 November 2012**

The directors present their report with the financial statements of the company for the year ended 30 November 2012

PRINCIPAL ACTIVITY

The principal activity of the company was that of making investments, however as all interest payable was settled in the year ended 30 November 2010, the company has now ceased trading. The directors consider that the results and future prospects are satisfactory.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 December 2011 to the date of this report.

M E Dunn
W A Oliver

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

GOING CONCERN

The company is reliant on the support of its parent company, St Modwen Properties PLC, to be able to meet its liabilities as they fall due. However, the directors consider that the company is an integral part of St Modwen Properties PLC's structure and strategy and this is evidenced by a letter of support from St Modwen Properties PLC, which states its intent to provide the necessary financial support to ensure that the company is a going concern for at least twelve months from the date of signing of these financial statements. After making enquiries and taking account of the factors noted above, the directors have a reasonable expectation that the company will have access to adequate resources to continue in 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 accounts on a going concern basis.

DIRECTORS' INDEMNITIES

For the financial year ended 30 November 2012 qualifying third party indemnity provisions (provided by the ultimate parent company St Modwen Properties PLC) were in force for the benefit of all the directors of the company and these remain in force at the date of this report.

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). 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 2012**

DISCLOSURE OF INFORMATION TO THE AUDITORS

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 auditors are unaware, and
- they have taken all steps necessary to be aware of any relevant audit information and to establish that the company's auditors are 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, our appointed Auditors, have conducted the audit for the year ended 30 November 2012 and have expressed a willingness to remain in office. Arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

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

ON BEHALF OF THE BOARD:



W A Oliver - Director

Date 15/8/2013

Report of the Independent Auditors to the Members of Boughton Holdings

We have audited the financial statements of Boughton Holdings for the year ended 30 November 2012 which comprise the Profit and loss account, the Balance sheet, and the related notes 1 to 12. 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).

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. 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 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.

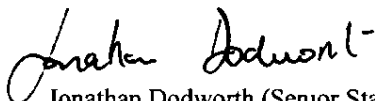
Opinion on other matter prescribed by the Companies Act 2006

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.

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 in preparing the Report of the Directors.



Jonathan Dodworth (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants
& Statutory Auditor
Four Brindleyplace
Birmingham
West Midlands
B1 2HZ

Date

20 August 2013

**Profit and Loss Account
for the Year Ended 30 November 2012**

	Notes	2012 £	2011 £
TURNOVER		<u>-</u>	<u>-</u>
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	-	-
Tax on profit on ordinary activities	4	<u>(201,655)</u>	<u>(4,498,000)</u>
LOSS FOR THE FINANCIAL YEAR		<u><u>(201,655)</u></u>	<u><u>(4,498,000)</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current year or previous year

Balance Sheet
30 November 2012

	Notes	2012 £	2011 £
FIXED ASSETS			
Investments	5	166,500,001	166,500,001
CURRENT ASSETS			
Debtors	6	15,921,057	16,122,712
CREDITORS			
Amounts falling due within one year	7	(250,000,000)	(250,000,000)
NET CURRENT LIABILITIES		<u>(234,078,943)</u>	<u>(233,877,288)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(67,578,942)</u>	<u>(67,377,287)</u>
CAPITAL AND RESERVES			
Called up share capital	8	1,192	1,192
Profit and loss account	9	(67,580,134)	(67,378,479)
SHAREHOLDERS' FUNDS	12	<u>(67,578,942)</u>	<u>(67,377,287)</u>

The financial statements were approved and authorised for issue by the Board of Directors on
 15/8/2013 and were signed on its behalf by



W A Oliver - Director

**Notes to the Financial Statements
for the Year Ended 30 November 2012**

1 ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention in accordance with applicable United Kingdom company law and accounting standards

The accounting policies have been applied consistently throughout the year and the preceding year. 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 directors' report

Group accounts

The company is entitled to the exemption under s400 of the Companies Act 2006 from the obligation to prepare group accounts as the company is included in the consolidated accounts of St Modwen Properties PLC. The financial statements therefore show information about the company as an individual undertaking and not about its group

Cash flow statement

The company is a 100% subsidiary of St Modwen Properties PLC. Its cash flows are included in that company's consolidated cash flow statement. Consequently, the company is exempt from the requirement of Financial Reporting Standard 1 (Revised) to prepare a cash flow statement

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, 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. Deferred tax is measured on a non-discounted basis

Interest and finance costs

Finance costs associated with long term borrowings are charged to the profit and loss account over the life of the liability to which they relate

Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value

2 STAFF COSTS

The company had no employees (2011 nil) and is managed by its ultimate parent company, St Modwen Properties PLC

3 OPERATING PROFIT

None of the directors received any remuneration during the year (2011 - £nil). 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

Auditors' remuneration was borne by its parent company, St Modwen Properties PLC. The fee payable for audit of the financial statements was £2,100 (2011 £2,100) and the fee payable for tax services was £1,050 (2011 £1,050)

Notes to the Financial Statements - continued
for the Year Ended 30 November 2012

4 TAXATION**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows

	2012 £	2011 £
Current tax		
UK corporation tax	201,655	4,498,000
	<u>201,655</u>	<u>4,498,000</u>
Tax on profit on ordinary activities	<u>201,655</u>	<u>4,498,000</u>

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	2012 £	2011 £
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.670% (2011 - 26.667%)	-	-
Effects of		
Adjustment in respect of previous periods	201,655	4,498,000
Current tax charge	<u>201,655</u>	<u>4,498,000</u>

Factors that may affect future tax charges

The Finance Act 2012 was enacted on 17th July 2012 and included provisions which reduced the main rate of corporation tax to 24% from 1st April 2012 and 23% from 1st April 2013. Current tax has therefore been provided at 24.67% and deferred tax at 23%. Further reductions to the main rate are proposed to reduce the rate to 21% by 1st April 2014. This has not been enacted at the balance sheet date and, therefore, is not included in these financial statements.

The proposed reductions of the main rate of corporation tax to 21% by 1st April 2014 are expected to be enacted substantively in the Finance Act 2013.

5 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £
COST	
At 1 December 2011 and 30 November 2012	<u>166,500,001</u>
NET BOOK VALUE	
At 30 November 2012	<u>166,500,001</u>
At 30 November 2011	<u>166,500,001</u>

The investment represents the entire share capital of Boughton Enterprises Limited, a company registered in England and Wales, whose principal activity is that of a group finance company.

Notes to the Financial Statements - continued
for the Year Ended 30 November 2012

6 DEBTORS

	2012 £	2011 £
Amounts owed from parent undertaking	<u>15,921,057</u>	<u>16,122,712</u>

7 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Amounts owed to subsidiary undertakings	<u>250,000,000</u>	<u>250,000,000</u>

The company has not provided any security against this loan and no interest is charged on the balance. It is not expected that the balance will be settled in the foreseeable future.

8 CALLED UP SHARE CAPITAL

	2012 £	2011 £
Authorised equity		
1,000,000 Ordinary shares of 1p each	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid equity		
119,200 Ordinary shares of 1p each	<u>1,192</u>	<u>1,192</u>

9 RESERVES

	Profit and loss account £
At 1 December 2011	(67,378,479)
Deficit for the year	<u>(201,655)</u>
At 30 November 2012	<u>(67,580,134)</u>

10 ULTIMATE PARENT COMPANY

The immediate and ultimate parent company is St Modwen Properties PLC, a company registered in England and Wales. Copies of the Group report and accounts of St Modwen Properties PLC are available from the Registered Office at 7 Ridgeway, Quinton Business Park, Birmingham, B32 1AF. This is the smallest and largest group into which this company is consolidated.

11 RELATED PARTY DISCLOSURES

As the company is wholly owned by the group, it has taken advantage of the exemption under FRS 8 "Related Party Disclosures" not to disclose transactions with other companies in the group.

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Loss for the financial year	<u>(201,655)</u>	<u>(4,498,000)</u>
Net reduction of shareholders' funds	<u>(201,655)</u>	<u>(4,498,000)</u>
Opening shareholders' funds	<u>(67,377,287)</u>	<u>(62,879,287)</u>
Closing shareholders' funds	<u>(67,578,942)</u>	<u>(67,377,287)</u>