

Conveyancing Direct Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2013

(Registered Number 04152278)

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Directors' Report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2013.

INTRODUCTION AND OVERVIEW

The principal activity is the provision of conveyancing and associated services, and will continue to be so for the foreseeable future.

Conveyancing Direct is a private limited company incorporated in England & Wales, registered number: 04152278. The Council for Licensed Conveyancers regulates the business. The Company operates under both the Conveyancing Direct and BE Legal brands.

The Company made a profit before tax of £1,161,000 for the year (2012: £415,000)

DIRECTORS

The Directors who served during the year and up to the date of this report were:

RS Shipperley	
A Palmer	(resigned 16 September 2013)
J R Duke	
S Henry	(resigned 15 November 2013)
JP Cosson	(resigned 31 December 2013)
MJ Oliver	(resigned 19 December 2013)
A Hiesley	(appointed 1 November 2013)
J Kelbrick	(appointed 1 November 2013)
G E Benzies	(appointed 1 November 2013)

DIVIDENDS

A dividend of £1,000,000 has been paid during the year (2012: £nil). The Directors do not recommend payment of a final dividend (2012: £nil).

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The company has taken advantage of the small companies' exemptions in presenting this directors report.

By order of the board



A Hiesley
Director

27 February 2014

Windmill Road
St Leonards on Sea
East Sussex
TN38 9BY

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 they have elected to prepare the financial statements in accordance with IFRSs as adopted by the EU 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 judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONVEYANCING DIRECT LIMITED

We have audited the financial statements of Conveyancing Direct Limited for the year ended 31 December 2013 set out on pages 6 to 18. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

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 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

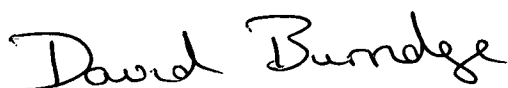
Opinion on other matter prescribed by the Companies Act 2006

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.



28 February 2014

David BurrIDGE (Senior Statutory Auditor) for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
Altius House
One North Fourth Street
Milton Keynes
MK9 1NE

Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	Year ended 2013 £000	Year ended 2012 £000
Revenue	1	7,425	6,186
Administrative expenses	2	<u>(6,374)</u>	<u>(5,932)</u>
Profit from operations		1,051	254
Financial income	3	<u>110</u>	<u>161</u>
Profit before tax		1,161	415
Income tax expense	5	<u>(273)</u>	<u>(86)</u>
Profit for the year being total comprehensive income		<u>888</u>	<u>329</u>

There were no recognised income and expense items in the current or preceding year other than those reflected in the above Statement of Comprehensive Income.

The Statement of Comprehensive Income is prepared on an unmodified historical cost basis.

The notes on pages 10 to 18 form part of these financial statements.

Statement of Financial Position

AT 31 DECEMBER 2013

	Notes	£000	31 December 2013 £000	£000	31 December 2012 £000
Non-current assets					
Property, plant and equipment	6	140		133	
Intangible assets	7	-		216	
Deferred tax assets	8	16		18	
Total non-current assets			156		367
Current assets					
Trade and other receivables	9	466		369	
Cash and cash equivalents		1,095		750	
Total current assets			1,561		1,119
Total assets			1,717		1,486
Current liabilities					
Trade and other payables	10	800		590	
Tax liabilities		120		37	
Total current liabilities			920		627
Provisions	11		50		-
Total liabilities			970		627
Equity- attributable to equity holders of the Company					
Share capital	12	-		-	
Retained earnings	12	747		859	
Total equity			747		859
Total equity and liabilities			1,717		1,486

These accounts were approved by the Board of Directors on 27 February 2014 and signed on its behalf by:



A Hiesley
Director

Company registration number: 4152278

The notes on pages 10 to 18 form part of these accounts.

Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2013

	Share Capital £000	Retained Earnings £000	Total Equity £000
Balance at 1 January 2013		859	859
Total comprehensive income for the year	-	888	888
Dividend paid	-	(1,000)	(1,000)
Balance at 31 December 2013	-	747	747
Balance at 1 January 2012	-	530	530
Total comprehensive income for the year	-	329	329
Balance at 31 December 2012	-	859	859

Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	Year ended 2013 £000	Year ended 2012 £000
Cash flows from operating activities			
Profit for the year		888	329
Adjustments for:			
Impairment of intangible assets	7	216	31
Depreciation	6	51	56
Financial income	3	(110)	(161)
Tax expense	5	273	86
Operating profit before changes in working capital		1,318	341
(Increase) / decrease in trade receivables		(91)	128
(Increase) / decrease in other receivables and prepayments		(6)	143
Increase in provisions		50	-
Increase / (decrease) in trade and other payables		210	(243)
Cash inflow from operations		1,481	369
Tax paid		(188)	(129)
Net cash inflow from operating activities		1,293	240
Cash flows from investing activities			
Interest received	3	110	161
Purchases of property, plant and equipment	6	(58)	(60)
Net cash inflow from investing activities		52	101
Cash flows from financing activities			
Dividend paid		(1,000)	-
Net cash outflow from financing activities		(1,000)	-
Net increase in cash and cash equivalents		345	341
Cash and cash equivalents at 1 January		750	409
Cash and cash equivalents at 31 December		1,095	750

The notes on pages 10 to 18 form part of these accounts.

NOTES TO FINANCIAL STATEMENTS

1. Accounting policies

Conveyancing Direct Limited (the "Company") is a company incorporated and domiciled in the UK. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's accounts:

a) Basis of accounting

The Financial Statements are presented in accordance with International Financial Reporting Standards (IFRS) and its interpretations as adopted by the EU and effective at 31 December 2013.

There have been no new accounting policies adopted in the year that have an impact on these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Currency presentation

These financial statements are presented in pounds sterling and, except where otherwise indicated, have been rounded to the nearest one thousand.

Going concern

The Company's business activities are set out in the Directors Report on page 3. The financial position of the Company, its cash flows, and liquidity position are shown on pages 6 to 9. In addition, the Directors Report and notes to these financial statements include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit risk and liquidity risk.

The Company has considerable financial resources; as a consequence, the directors believe that the Company is well placed to manage its financial risks successfully in the event of an economic downturn.

The Directors believe that the Company has adequate resources to continue to operate for the foreseeable future, thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

b) Revenue recognition

Revenue, which excludes value added tax, represents total invoiced sales of the Company. Conveyancing income is recognised on the completion of contracts.

c) Property, plant and equipment

Property, plant and equipment are stated in the Statement of Financial Position at cost less accumulated depreciation.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives on the following bases:

Fixtures and fittings	-	5 to 10 years
Office equipment	-	3 to 5 years
Leasehold premises	-	Over the unexpired term of the lease in equal instalments

All depreciation is charged on a straight-line basis.

d) Trade and other receivables

Trade and other receivables are stated at their nominal amount (discounted if material) less impairment losses.

e) Trade and other payables

Trade and other payables are stated at their fair value.

f) Goodwill

Goodwill arising on the acquisition of a business represents the excess of the fair value of consideration over the fair value of identifiable net assets and contingent liabilities acquired at the date of acquisition. Goodwill is calculated after also taking into account the fair value of contingent liabilities of the acquiree.

In accordance with IFRS 3, *Business Combinations*, goodwill is not amortised but is tested for impairment at each year end date or when there is an indication of impairment.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

1. Accounting policies *(continued)*

f) Goodwill *(continued)*

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis. An impairment loss in respect of goodwill is not reversed. On the sale of a business, the profit or loss on sale is calculated after charging or crediting the net book value of any related goodwill.

Negative goodwill arising on an acquisition would be recognised directly in the Income Statement.

g) Intangible assets

Intangible assets include acquired customer contracts and relationships, software development costs and purchased software that in the opinion of the directors meets the definition of an intangible asset. Amortisation is charged to the Income Statement on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the day they are available for use.

All customer contracts and relationships are now fully amortised.

h) Leases

Costs of operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the lease term.

i) Taxation

Income tax on the profits for the year comprises current tax and deferred tax. Income tax is recognised in the Statement of Comprehensive Income except where items are recognised directly in equity, in which case the associated income tax asset or liability is recognised via equity.

Current tax is the expected tax payable on the income for the year, using tax rates enacted or substantially enacted at the year end, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the Statement of Financial Position liability method, which recognises temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. It is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the year end.

j) Employee benefits

The Company operates a stakeholder pension scheme. Contributions are charged to the Statement of Comprehensive Income as they become payable in accordance with the rules of the scheme.

k) Provisions for liabilities and charges

A provision is recognised in the Statement of Financial Position when the group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

l) Cash and cash equivalents

For the purpose of the Statement of Cash Flows, cash comprises cash in hand and loans and advances to credit institutions repayable on demand, and cash and cash equivalents comprise highly liquid investments that are convertible into cash with an insignificant risk of changes in value with original maturities of three months or less.

The Statement of Cash Flows has been prepared using the indirect method.

m) Net financing costs

Interest income and interest payable is recognised in the Statement of Comprehensive Income as they accrue, using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

2. Expenses and auditors' remuneration

	Year ended 2013 £000	Year ended 2012 £000
Profit before tax is stated after charging the following:		
Depreciation of property, plant and equipment	51	56
Impairment of goodwill	216	-
Amortisation of intangible assets	-	31
Impairment loss on trade receivables	122	-
Staff costs (see note 4)	3,063	2,589
Rentals payable under operating leases	75	75
Auditors' remuneration and expenses:		
Audit of these financial statements	<u>9</u>	<u>9</u>

3. Financial Income

	Year ended 2013 £000	Year ended 2012 £000
Interest on bank deposits	<u>110</u>	<u>161</u>

4. Staff numbers and costs

The average monthly number of persons employed by the Company (including Directors) during the year was as follows:

	Year ended 2013 No	Year ended 2012 No
Directors	6	6
Administration	139	127
	<u>145</u>	<u>133</u>

The aggregate payroll costs of these persons was as follows:

	£000	£000
Wages and salaries	2,825	2,362
Social security costs	235	224
Other pension costs	3	3
	<u>3,063</u>	<u>2,589</u>

Directors' emoluments

	Year ended 2013 £000	Year ended 2012 £000
Remuneration as Directors	<u>151</u>	<u>160</u>

Four of the Directors are remunerated by another group company, and did not receive any remuneration from Conveyancing Direct Limited (2012: three). There were no retirement benefits accruing to any of the Directors remunerated by the Company.

5. Tax expense

a) Analysis of expense in the year at 23.25% (2012: 24.5%)

	Year ended 2013 £000	Year ended 2012 £000
Current tax expense		
Current tax at 23.25% (2012: 24.5%)	271	104
Adjustment for prior years	-	(17)
Total current tax	<u>271</u>	<u>87</u>
Deferred tax credit		
Origination and reversal of temporary differences	1	(1)
Adjustment for prior years	1	-
Total deferred tax	<u>2</u>	<u>(1)</u>
Tax expense	<u>273</u>	<u>86</u>

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

b) Factors affecting income tax expense in the year

The tax assessed in the Statement of Comprehensive Income is higher (2012: lower) than the standard UK corporation tax rate because of the following factors:

	Year ended 2013 £000	Year ended 2012 £000
Profit before tax	1,161	415
Tax on profit at UK standard rate of 23.25% (2012: 24.5%)	269	102
Effects of:		
Adjustment to tax expense in respect of prior periods	1	(17)
Effect of other tax rates / credits	3	1
Tax expense	273	86

6. Property, plant and equipment

	Land and Buildings £000	Office Equipment £000	Total £000
Cost			
At 1 January 2013	-	753	753
Reclassification of assets	2	(2)	-
Additions	1	57	58
Disposals	-	(621)	(621)
At 31 December 2013	3	187	190

Accumulated depreciation and impairment

At 1 January 2013	-	620	620
Depreciation charge for the year	1	50	51
Disposals	-	(621)	(621)
At 31 December 2013	1	49	50

Carrying amounts

At 1 January 2013	-	133	133
At 31 December 2013	2	138	140

	Land and Buildings £000	Office Equipment £000	Total £000
Cost			
At 1 January 2012	-	693	693
Additions	-	60	60
At 31 December 2012	-	753	753

Accumulated depreciation and impairment

At 1 January 2012	-	564	564
Depreciation charge for the year	-	56	56
At 31 December 2012	-	620	620

Carrying amounts

At 1 January 2012	-	129	129
At 31 December 2012	-	133	133

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

7. Intangible assets

	Goodwill £000	Customer Contracts & Relationships £000	Total £000
Cost			
At 1 January 2013	324	91	415
Disposals	(324)	(91)	(415)
At 31 December 2013	<u>-</u>	<u>-</u>	<u>-</u>
Amortisation and impairment losses			
At 1 January 2013	108	91	199
Impairment charge	216	-	216
Disposals	(324)	(91)	(415)
At 31 December 2013	<u>-</u>	<u>-</u>	<u>-</u>
Carrying amounts			
At 1 January 2013	<u>216</u>	<u>-</u>	<u>216</u>
At 31 December 2013	<u>-</u>	<u>-</u>	<u>-</u>
Cost			
	Goodwill £000	Customer Contracts & Relationships £000	Total £000
At 1 January and 31 December 2012	<u>324</u>	<u>91</u>	<u>415</u>
Amortisation and impairment losses			
At 1 January 2012	108	60	168
Amortisation for the year	-	31	31
At 31 December 2012	<u>108</u>	<u>91</u>	<u>199</u>
Carrying amounts			
At 1 January 2012	<u>216</u>	<u>31</u>	<u>247</u>
At 31 December 2012	<u>216</u>	<u>-</u>	<u>216</u>

Goodwill relates to the acquisition of the original trade by the Company in 2002, which no longer provides any further economic benefits to the Company. During 2013, this balance has been fully impaired and treated as a disposal.

8. Deferred tax

The movement on the deferred tax account is as shown below:

	Year ended 2013 £000	Year ended 2012 £000
At 1 January	18	17
Statement of Comprehensive Income (charge) / credit	(2)	1
At 31 December	<u>16</u>	<u>18</u>
Deferred tax assets		Accelerated capital allowances £000
At 1 January 2013		18
Charged to Statement of Comprehensive Income		(2)
At 31 December 2013		<u>16</u>
Net deferred tax asset		
At 31 December 2013		<u>16</u>

A deferred tax asset is only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at least annually and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred taxes are calculated on timing differences under the liability method using an effective tax rate of 20% (2012: 23%) this is the enacted rate that is expected to apply when the temporary differences reverse.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

9. Trade and other receivables

	Year ended 2013 £000	Year ended 2012 £000
Trade receivables	395	193
Amounts due from group companies	133	50
Prepayments and accrued income	127	165
Other receivables	-	39
Bad debt provision	(189)	(78)
	<u>466</u>	<u>369</u>

The ageing of trade receivables (which all arose in the UK) at the year end was:

	31 Dec 2013 £000 Gross	31 Dec 2013 £000 Impairment	31 Dec 2012 £000 Gross	31 Dec 2012 £000 Impairment
Not overdue	206	-	43	-
Overdue 0 – 30 days	105	(105)	31	-
Overdue 31 – 120 days	17	(17)	41	-
Overdue 120 days plus	67	(67)	78	(78)
	<u>395</u>	<u>(189)</u>	<u>193</u>	<u>(78)</u>

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2013 £000	2012 £000
At 1 January	(78)	(78)
Provisions made during the year	(122)	-
Provisions released during the year	11	-
Receivables written off during the year	-	-
At 31 December	<u>(189)</u>	<u>(78)</u>

10. Trade and other payables

	Year ended 2013 £000	Year ended 2012 £000
Trade payables	4	23
Amounts owed to group undertakings	332	270
Other taxes and social security costs	166	273
Accruals and deferred income	298	24
	<u>800</u>	<u>590</u>

11. Provisions

	Dilapidations £000
Balance at 1 January 2013	-
Provisions made during the year	50
Balance at 31 December 2013	<u>50</u>
Balance at 1 January and 31 December 2012	<u>-</u>

All provisions are classed as non-current. The dilapidations provision is accrued on the basis of amounts identified at the date of property acquisition, less any subsequent expenditure, or where a section 412 notice or schedule of dilapidations has been received from the landlord. The provision is expected to be utilised at the end of the lease obligation.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

12. Share capital

	Year ended 2013 £	Year ended 2012 £
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

Management of capital

Capital is considered to be the audited retained earnings and ordinary share capital in issue.

	Year ended 2013 £000	Year ended 2012 £000
Capital		
Ordinary shares	-	-
Retained earnings	<u>747</u>	<u>859</u>
	<u>747</u>	<u>859</u>

The Company's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company is not subject to externally imposed capital requirements other than the minimum share capital required by the Companies Act, with which it complies.

The year end capital position is reported to the Operational Board on a monthly basis. The capital position is also given due consideration when corporate plans are prepared.

The Company manages the capital balance in order to ensure that the internal limit is not breached.

13. Related party transactions

The Company has related party relationships within the Skipton Group as detailed below. All such transactions are priced on an arms-length basis.

	2013			2012		
	Ultimate parent undertaking £000	Parent undertaking £000	Other group companies £000	Ultimate parent undertaking £000	Parent undertaking £000	Other group companies £000
a) Net interest						
Interest receivable	-	-	-	-	-	-
Interest payable	-	-	-	-	-	-
Total	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
b) Sales of goods and services						
Commission receivable	1,604	-	291	880	-	280
Total	<u>1,604</u>	<u>-</u>	<u>291</u>	<u>880</u>	<u>-</u>	<u>280</u>
c) Purchase of goods and services						
	-	-	2,749	-	-	1,835
Total	<u>-</u>	<u>-</u>	<u>2,749</u>	<u>-</u>	<u>-</u>	<u>1,835</u>
d) Outstanding balances						
Receivables from related parties	91	-	42	50	-	-
Payables to related parties	-	-	(332)	-	(50)	(170)
Total	<u>91</u>	<u>-</u>	<u>(290)</u>	<u>50</u>	<u>(50)</u>	<u>(170)</u>

There is no cash held on deposit with the Skipton Building Society held within cash and cash equivalents (2012: £nil)
All transactions are dealt with on normal credit terms.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

14. Defined contribution pension scheme

The Company operates a stakeholder pension scheme, the assets of which are held separately from those of the Company, as independently administered funds. The amount charged to the Statement of Comprehensive Income in respect of the stakeholder pension scheme is the contribution payable in the year which amounted to £3,125 (2012: £3,427). There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

15. Capital Commitments

There were no capital commitments at the year end (2012: £nil).

16. Operating lease commitments

The Company has annual commitments due under operating leases in respect of rental payable on land and buildings. At the year end total commitments under these non-cancellable operating leases are as follows:

	Year ended 2013 £000	Year ended 2012 £000
Amounts falling due:		
Less than one year	75	75
Between one and five years	61	136
More than five years	-	-
	<u>136</u>	<u>211</u>

17. Financial instruments

Financial risks

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability of another entity.

The principal financial risks to which the Company is exposed are liquidity risk, market risk and credit risk, these are monitored on a regular basis by management. Each of these is considered below.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost.

The Company's liquidity policy is to maintain sufficient liquid resources to cover imbalances and fluctuations in funding, to maintain solvency of the Company and to enable the Company to meet its financial obligations as they fall due. This is achieved through maintaining a prudent level of liquid assets and through rigorous management control of the growth of the business.

The following are contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements:

	Carrying amount £000	Contractual cash flows £000	In not more than one month £000	In not more than 3 months £000	In more than 3 months but not less than 1 year £000	In more than one year but not more than 5 years £000
Amounts owing to group companies	332	332	332	-	-	-
Trade and other payables	468	468	468	-	-	-
Total	<u>800</u>	<u>800</u>	<u>800</u>	<u>-</u>	<u>-</u>	<u>-</u>

There are no differences between the fair values of financial assets and liabilities and their carrying amounts showing in the Statement of Financial Position.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk.

Currency risk

The Company is not exposed to any currency risk as all transactions are denominated in Sterling.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

18. Financial instruments (continued)

Interest rate risk

The Company has no interest bearing liabilities, other than loans from group undertakings, and the Company monitors this exposure on a continuous basis.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Based on historic default rates, the Company believes that no impairment provision is necessary in respect of most of its trade receivables. For maximum credit exposure see note 9. Management carefully manages its exposure to credit risk.

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital and level of dividends to ordinary shareholders. There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

19. Ultimate Parent Undertaking

The Company is a wholly owned subsidiary of Connells Limited. The ultimate parent undertaking is Skipton Building Society, which is registered in the United Kingdom. The largest group in which the results are consolidated is that headed by Skipton Building Society. The smallest group is that headed by Connells Limited and the consolidated accounts of this company are available to the public and can be obtained from:

Companies House
Crown Way
Cardiff
CF4 3UZ