Conveyancing Direct Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2014

(Registered Number 04152278)

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Strategic Report

BUSINESS REVIEW

The principal activity is the provision of property conveyancing and associated services, and will continue to be so for the foreseeable future. The state of the housing market therefore has a direct impact on the company's performance.

The first half of 2014 saw favourable conditions in the housing market. A relative shortage in supply of properties coming to the market inevitably led to house price growth. However, this sharp increase in house prices and the introduction of tighter lending controls under the mortgage market review (MMR) led to a 'cooling' in market conditions in the second half of 2014. This had the effect of reducing buyer demand and thus slowing down house price growth. The reform of stamp duty and the reduced likelihood of imminent increases to the UK base rate appear to have re-ignited buyer demand towards the latter stages of 2014 and therefore the outlook for 2015 is positive. The Company has recorded a profit before tax of £1,414,000 (2013: £1,161,000) with completion numbers across the business increasing by 10% from 2013 to 2014. This was a good achievement in a very competitive market place and this, together with the increased buyer demand in the first half of the year, led to sales volumes being higher than 2013.

Objectives and strategy of the Company

The Company's objectives are to maximise the long term value and revenue for its shareholders and to maintain the delivery of the high quality and flexible service required to meet the various demands of its clients.

Operational performance and key performance indicators

The Directors monitor the business by using relevant KPI's. Board meetings are held at which the results are discussed in detail. The table below shows KPI's that are monitored for the business.

	2014 £000	2013 £000	Change %
Revenue	7,698	7,425	3.7
Profit before tax	1,414	1,161	21.8

Risks and uncertainties

The company's objective is to appropriately manage all the risks that arise from its activities. Connells Limited, the immediate parent undertaking and Skipton Building Society, the ultimate holding company, have a formal structure for managing risks throughout the group, which applies to all subsidiaries.

This has three elements:

- The Company's risk appetite is documented in detailed policy risk statements, which are reviewed and approved annually by the Board.
- The primary responsibility for managing risk and ensuring appropriate controls are in place lies with the Company's management. The ultimate parent undertaking, Skipton Building Society, through its risk and compliance function provides monitoring and oversight on behalf of the Society's Board.
- The Board Audit Committee of Skipton Building Society oversees the effectiveness of the risk management framework and the control environment through Skipton Group's Internal Audit function, whose reports are also provided to the Company's Board.

In common with other conveyancing service providers, the Company is reasonably highly operationally geared. Performance is affected by the state of the residential housing market so that in the short term, most costs are fixed so when income falls this has a direct and adverse impact on profits and cash flows. Therefore the Company's policy is to retain sufficient cash to ensure that any future deterioration in trading can be funded without recourse to external borrowing.

Conveyancing Direct Limited is a people business and as such is reliant on the ability, training, skills and motivation of its staff. A key risk to the business is the possibility of losing staff, particularly amongst senior managers and directors. In order to combat this, the Board ensure that service agreements, remuneration packages, and human resources policies are adequate to retain key employees.

By order of the board

A Hiesley
Director

26 August 2015
Windmill Road
St Leonards on Sea
East Sussex
TN38 9BY

Directors' Report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2014.

INTRODUCTION AND OVERVIEW

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 £1,414,000 for the year (2013: £1,161,000).

DIRECTORS

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

RS Shipperley
J R Duke
A Hiesley
J Kelbrick
G E Benzies
RJ Twigg (appointed 7 March 2014)

DIVIDENDS

A dividend of £1,000,000 has been paid during the year (2013: £1,000,000). The Directors do not recommend payment of a final dividend (2013: £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.

By order of the board

A Hiesley
Director

26 August 2015

Windmill Road
St Leonards on Sea
East Sussex
TN38 9BY

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Strategic Report, 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 2014 set out on pages 7 to 19. 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 5, 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

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 2014 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 Strategic Report and 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.

David Burridge

3 September 2015

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

Chartered Accountants
58 Clarendon Road
Watford
WD17 1DE

Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	Year ended 2014 £000	Year ended 2013 £000
Revenue	1	7,698	7,425
Administrative expenses	2	(6,347)	(6,374)
Profit from operations		**1,351**	**1,051**
Financial income	3	63	110
Profit before tax		**1,414**	**1,161**
Income tax expense	5	(304)	(273)
Profit for the year being total comprehensive income		**1,110**	**888**

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 11 to 19 form part of these financial statements.

Statement of Financial Position

AT 31 DECEMBER 2014

	Notes	£000	31 December 2014 £000	£000	31 December 2013 £000
Non-current assets					
Property, plant and equipment	6	109		140	
Intangible assets	7	-		-	
Deferred tax assets	8	63		16	
Total non-current assets			172		156
Current assets					
Trade and other receivables	9	773		466	
Cash and cash equivalents		1,144		1,095	
Total current assets			1,917		1,561
Total assets			**2,089**		**1,717**
Current liabilities					
Trade and other payables	10	966		800	
Tax liabilities		216		120	
Total current liabilities			1,182		920
Provisions	11		50		50
Total liabilities			1,232		970
Equity – attributable to equity holders of the Company					
Share capital	12	-		-	
Retained earnings	12	857		747	
Total equity			857		747
Total equity and liabilities			**2,089**		**1,717**

These accounts were approved by the Board of Directors on 26 August 2015 and signed on its behalf by:

A Hiesley
Director

Company registration number: 4152278

The notes on pages 11 to 19 form part of these accounts.

Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2014

	Share Capital £000	Retained Earnings £000	Total Equity £000
Balance at 1 January 2014	-	747	747
Total comprehensive income for the year	-	1,110	1,110
Dividend paid	-	(1,000)	(1,000)
Balance at 31 December 2014	**-**	**857**	**857**
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

The notes on pages 11 to 19 form part of these financial statements.

Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	Year ended 2014 £000	Year ended 2013 £000
Cash flows from operating activities			
Profit for the year		1,110	888
Adjustments for:			
Impairment of intangible assets	7	-	216
Depreciation	6	50	51
Financial income	3	(63)	(110)
Tax expense	5	304	273
Operating profit before changes in working capital		1,401	1,318
Decrease/(increase) in trade receivables		2	(91)
Increase in other receivables and prepayments		(309)	(6)
Increase in provisions		-	50
Increase in trade and other payables		165	210
Cash inflow from operations		1,259	1,481
Tax paid		(254)	(188)
Net cash inflow from operating activities		**1,005**	**1,293**
Cash flows from investing activities			
Interest received	3	63	110
Purchases of property, plant and equipment	6	(19)	(58)
Net cash inflow from investing activities		**44**	**52**
Cash flows from financing activities			
Dividend paid		(1,000)	(1,000)
Net cash outflow from financing activities		**(1,000)**	**(1,000)**
Net increase in cash and cash equivalents		49	345
Cash and cash equivalents at 1 January		1,095	750
Cash and cash equivalents at 31 December		1,144	1,095

The notes on pages 11 to 19 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 2014.

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 Strategic Report and the Directors Report. The financial position of the Company, its cash flows, and liquidity position are shown on pages 7 to 10. 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 sufficient financial resources and the directors believe that the Company is well placed to manage its financial risks successfully during the current economic outlook.

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 initially at their fair value and then subsequently carried at amortised cost.

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. In 2013, the balance of goodwill was fully written off.

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 are recognised in the Statement of Comprehensive Income as they accrue, using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

	Year ended 2014 £000	Year ended 2013 £000
2. Expenses and auditor's remuneration		
Profit before tax is stated after charging the following:		
Depreciation of property, plant and equipment	50	51
Impairment of goodwill	-	216
Impairment loss on trade receivables	-	122
Staff costs (see note 4)	3,055	3,063
Rentals payable under operating leases	358	75
Auditor's remuneration and expenses:		
Audit of these financial statements	9	9

3. Financial Income	Year ended 2014 £000	Year ended 2013 £000
Interest on bank deposits	63	110

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 2014 No	Year ended 2013 No
Directors	6	6
Administration	140	139
	146	145

The aggregate payroll costs of these persons was as follows:	£000	£000
Wages and salaries	2,801	2,825
Social security costs	243	235
Other pension costs	11	3
	3,055	3,063

Directors' emoluments	Year ended 2014 £000	Year ended 2013 £000
Remuneration as Directors	169	151

Three (2013: four) of the Directors are remunerated by other group companies, and did not receive any remuneration from Conveyancing Direct Limited. 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 21.50% (2013: 23.25%)	Year ended 2014 £000	Year ended 2013 £000
Current tax expense		
Current tax at 21.50% (2013: 23.25%)	351	271
Adjustment for prior years	-	-
Total current tax	351	271
Deferred tax credit		
Origination and reversal of temporary differences	(47)	1
Adjustment for prior years	-	1
Total deferred tax	(47)	2
Tax expense	304	273

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 equal to (2013: higher than) the standard UK corporation tax rate because of the following factors:

	Year ended 2014 £000	Year ended 2013 £000
Profit before tax	1,414	1,161
Tax on profit at UK standard rate of 21.50% (2013: 23.25%)	304	269
Effects of:		
Adjustment to tax expense in respect of prior periods	-	1
Effect of other tax rates / credits	-	3
Tax expense	**304**	**273**

Changes in tax rates and factors affecting the future tax charge
Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and to 20% (effective 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 December 2014 has been calculated based on the rates of 20% substantively enacted at the balance sheet date.

6. Property, plant and equipment

	Land and Buildings £000	Office Equipment £000	Total £000
Cost			
At 1 January 2014	3	187	190
Additions	-	19	19
At 31 December 2014	3	206	209
Accumulated depreciation and impairment			
At 1 January 2014	1	49	50
Depreciation charge for the year	-	50	50
At 31 December 2014	1	99	100
Carrying amounts			
At 1 January 2014	2	138	140
At 31 December 2014	2	107	109

	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
	-	(621)	(621)
At 31 December 2013	1	49	50
Carrying amounts			
At 1 January 2013	-	133	133
At 31 December 2013	2	138	140

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

7. Intangible assets

	Goodwill £000	Customer Contracts & Relationships £000	Total £000
Cost			
At 1 January and 31 December 2014	-	-	-
Amortisation and impairment losses			
At 1 January 31 December 2014	-	-	-
Carrying amounts			
At 1 January and 31 December 2014	-	-	-

	Goodwill £000	Customer Contracts & Relationships £000	Total £000
Cost			
At 1 January 2013	324	91	415
Disposals	(324)	(91)	(415)
At 31 December 2013	-	-	-
Amortisation and impairment losses			
At 1 January 2013	108	91	199
Amortisation for the year	216	-	216
Disposals	(324)	(91)	(415)
At 31 December 2013	-	-	-
Carrying amounts			
At 1 January 2013	216	-	216
At 31 December 2013	-	-	-

Goodwill related to the acquisition of the original trade in 2002. In the prior year, management concluded that the goodwill no longer provided any benefits to the company and fully impaired the balance. This was treated as a disposal.

8. Deferred tax

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

	Year ended 2014 £000	Year ended 2013 £000
At 1 January	16	18
Statement of Comprehensive Income credit / (charge)	47	(2)
At 31 December	63	16

Deferred tax assets

	Tax losses £000	Accelerated capital allowances £000	Total £000
At 1 January	-	16	16
Statement of Comprehensive Income credit	45	2	47
At 31 December	45	18	63

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 temporary differences under the liability method using an effective tax rate of 20% (2013: 20%) 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 2014 £000	**Year ended 2013 £000**
Trade receivables	264	395
Amounts due from group companies	404	133
Prepayments and accrued income	105	127
Other receivables	60	-
Bad debt provision	(60)	(189)
	773	466

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

	31 Dec 2014 £000 Gross	**31 Dec 2014 £000 Impairment**	**31 Dec 2013 £000 Gross**	**31 Dec 2013 £000 Impairment**
Not overdue	204	-	206	-
Overdue 0 – 30 days	-	-	105	(105)
Overdue 31 – 120 days	-	-	17	(17)
Overdue 120 days plus	60	(60)	67	(67)
	264	(60)	395	(189)

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

	2014 £000	**2013 £000**
At 1 January	(189)	(78)
Provisions made during the year	-	(122)
Provisions released during the year	129	11
Receivables written off during the year	-	-
At 31 December	(60)	(189)

10. Trade and other payables

	Year ended 2014 £000	**Year ended 2013 £000**
Trade payables	48	4
Amounts owed to group undertakings	466	332
Other taxes and social security costs	179	166
Accruals and deferred income	273	298
	966	800

11. Provisions

	Dilapidations £000
Balance at 1 January and 31 December 2014	50
Balance at 1 January and 31 December 2013	50

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

Allotted, called up and fully paid	**Year ended 2014 £**	**Year ended 2013 £**
Ordinary shares of £1 each	2	2

Management of capital

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

	Year ended 2014 £000	**Year ended 2013 £000**
Capital		
Ordinary shares	-	-
Retained earnings	857	747
	857	747

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 capital position is reported to the Board regularly. 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.

	2014			**2013**		
	Ultimate parent undertaking £000	**Immediate Parent undertaking £000**	**Other group companies £000**	**Ultimate parent undertaking £000**	**Immediate Parent undertaking £000**	**Other group companies £000**
a) Net interest						
Interest receivable	-	-	-	-	-	-
Interest payable	-	-	-	-	-	-
Total	-	-	-	-	-	-
b) Sales of goods and services						
Commission receivable	1,593	-	401	1,604	-	291
Total	1,593	-	401	1,604	-	291
c) Purchase of goods and services	-	-	1,295	-	-	2,749
Total	-	-	1,295	-	-	2,749
d) Outstanding balances						
Receivables from related parties	404	-	-	91	-	42
Payables to related parties	-	(466)	-	-	-	(332)
Total	404	(466)	-	91	-	(290)

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 (2013: £3,125). 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 (2013: £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 2014 £000	Year ended 2013 £000
Amounts falling due:		
Less than one year	78	75
Between one and five years	312	61
More than five years	-	-
	390	136

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	466	466	466	-	-	-
Trade and other payables	321	321	321	-	-	-
Total	787	787	787	-	-	-

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)*

17. 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.

18. 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:

Connells Limited
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Cumbria House
Leighton Buzzard
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