

MILLER (ARENA CENTRAL) LIMITED

Directors' report and financial statements

For the year to 31 December 2008

Registered number 4155620

TUESDAY



ADAULEG6

A71

27/10/2009

177

COMPANIES HOUSE

Directors' report and financial statements

Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	2
Independent auditors' report to the members of Miller (Arena Central) Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

Directors' report

The directors present their report and audited financial statements for the year to 31 December 2008.

Principal activities

The principal activity of the company is property development.

Business review

The company made a profit for the year of £90 (2007: £354,677). The directors do not recommend the payment of a dividend.

Directors

The directors of the company during the year were:

P H Miller
A Sutherland
D Milloy
M Wood
J Jackson
DW Borland
J Wallis
N Bell (resigned 3 November 2008)

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.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Board



P Miller
Director

17th April 2009

Edinburgh

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 year.

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 applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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.

KPMG LLP

Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG
United Kingdom

Independent auditors' report to the members of Miller (Arena Central) Limited

We have audited the financial statements of Miller (Arena Central) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



KPMG LLP
Chartered Accountants
Registered Auditor

Date

27.4.09

Profit and loss account
 for the year ended 31 December 2008

	Note	2008 £	2007 £
Cost of sales		-	354,677
		<hr/>	<hr/>
Operating profit		-	354,677
Interest receivable and similar income	4	90	-
		<hr/>	<hr/>
Profit on ordinary activities before taxation	2	90	354,667
Tax on profit on ordinary activities	5	-	-
		<hr/>	<hr/>
Profit for the financial year	10	90	354,677
		<hr/>	<hr/>

There are no recognised gains or losses other than the profit for the above financial years.

The profit for the financial year has been derived from continuing activities.

Balance sheet
at 31 December 2008

	<i>Note</i>	2008 £	2007 £
Fixed Assets			
Investments	6	4,159,060	-
Current assets			
Debtors	7	8,825,033	8,825,000
Cash at bank and in hand		12,299	12,242
		<u>8,837,332</u>	<u>8,837,242</u>
Creditors: amounts falling due within one year	8	<u>(14,667,360)</u>	<u>(10,508,300)</u>
Net current liabilities		<u>(5,830,028)</u>	<u>(1,671,058)</u>
Net liabilities		<u>(1,670,968)</u>	<u>(1,671,058)</u>
Capital and reserves			
Share capital	9	2	2
Profit and loss account	10	<u>(1,670,970)</u>	<u>(1,671,060)</u>
Shareholders' deficit	11	<u>(1,670,968)</u>	<u>(1,671,058)</u>

These financial statements were approved by the board of directors on 17th April 2009 and were signed on its behalf by:


P Miller
Director

Notes

(forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost basis of accounting.

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. Miller (Arena Central) Limited forms part of the property division of The Miller Group Limited. The day to day working capital requirements of Miller (Arena Central) Limited are provided through funds provided by the ultimate parent undertaking, The Miller Group Limited. The Miller Group Limited has committed banking facilities of £797 million to March 2012 of which only £606.3 million was drawn down at 31 December 2008; these borrowings and facilities are on an unsecured basis. The directors of The Miller Group Limited have indicated to the directors of Miller (Arena Central) Limited that The Miller Group Limited will continue to provide Miller (Arena Central) Limited with such funds as are necessary to enable them to continue to trade and to meet their liabilities as they fall due and that it will not seek repayment of the amounts currently made available.

Based upon the sources of funding outlined above, and after making appropriate enquiries, the directors of Miller (Arena Central) Limited have a reasonable expectation that Miller (Arena Central) Limited has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors of Miller (Arena Central) Limited adopt the going concern basis in preparing the annual financial statements of Miller (Arena Central) Limited.

Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of The Miller Group Limited and its cash flows are included within the consolidated cash flow statement of that company.

Investments

Investments are stated at cost less provisions made for permanent diminution in value.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2. Auditors' remuneration

Auditors' remuneration is paid by a fellow subsidiary company, Miller Developments Limited and is disclosed in the accounts of that company.

3. Remuneration of directors

There were no emoluments paid to directors during the year. There were no employee costs during the year.

Notes (cont'd)

4. Interest receivable and similar income

	2008 £	2007 £
Receivable from group companies	90	-
	<hr/>	<hr/>

5. Taxation

	2008 £	2007 £
Analysis of charge in year		
UK Corporation tax		
Current tax on income for the year	-	-
	<hr/>	<hr/>
Tax on profit on ordinary activities	-	-
	<hr/>	<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the year is lower than (2007: *lower than*) the standard rate of corporation tax in the UK 28.5% (2007: 30%). The differences are explained below.

	2008 £	2007 £
Current tax reconciliation		
Profit on ordinary activities before tax	90	354,677
	<hr/>	<hr/>
Current tax at 28.5% (2007: 30%)	26	106,403
<i>Effects of:</i>		
Group relief received for nil consideration	(26)	(106,403)
	<hr/>	<hr/>
Total current tax charge (see above)	-	-
	<hr/>	<hr/>

Notes (cont'd)

6. Investments

<i>Company</i>	Shares in Group Undertakings
At beginning of year	-
Transfer from inter-company	6,159,060
Repayment of shareholders loan	(2,000,000)
At end of year	<u>4,159,060</u>

The only company in which the company's interest at the year end is more than 20% is as follows:

<i>Subsidiary Undertaking</i>	Country of Incorporation	Principal activity	Percentage of shares held	Profit for the year £	Net assets £
Arena Central Developments LLP	UK	Property Development	49%	11,595,966	22,033,303

7. Debtors

	2008 £	2007 £
Amounts due from related party	3,250,000	3,250,000
Amounts due from group companies	5,575,033	5,575,000
	<u>8,825,033</u>	<u>8,825,000</u>

8. Creditors: amounts falling due within one year

	2008 £	2007 £
Amounts due to fellow group companies	14,667,360	10,508,300
	<u>14,667,360</u>	<u>10,508,300</u>

Notes (cont'd)

9. Share capital

	2008 £	2007 £
<i>Authorised, allotted, called up and fully paid:</i>		
2 Ordinary 'A' shares of £1 each	2	2
	<hr/>	<hr/>

10. Profit and loss account

	2008 £
At beginning of year	(1,671,060)
Profit for the year	90
	<hr/>
At the end of the year	(1,670,970)
	<hr/>

11. Reconciliation of movement in shareholders' deficit

	2008 £	2007 £
Profit for the financial year	90	354,677
Opening deficit in shareholders' funds	(1,671,058)	(2,025,735)
	<hr/>	<hr/>
Closing deficit in shareholders' funds	(1,670,968)	(1,671,058)
	<hr/>	<hr/>

12. Contingent liabilities

The company has, with certain other subsidiaries, jointly guaranteed the unsecured senior revolving credit, term loan and working capital facilities available to the ultimate parent company, The Miller Group Limited, and certain of its subsidiaries.

13. Related Party Transactions

Included in debtors is £3,250,000 (2007: £3,250,000) due from Arena Central Developments LLP, a joint venture under common control.

14. Ultimate parent company

The company's ultimate parent company is The Miller Group Limited, a company registered in Scotland. The accounts of The Miller Group Limited can be obtained from the Registrar of Companies, Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB.