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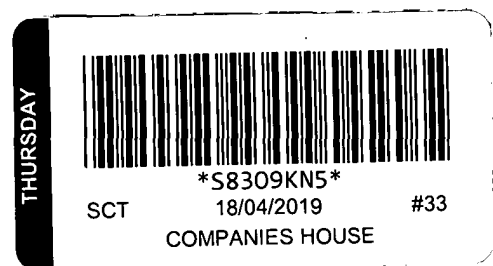
FRONT DESK

Miller (Arena Central) Limited

Registered number: 04155620

Directors' report and unaudited financial statements

For the year ended 31 December 2018



MILLER (ARENA CENTRAL) LIMITED

COMPANY INFORMATION

Directors	Andrew Sutherland David T Milloy
Registered number	04155620
Registered office	Condor House St Paul's Churchyard London EC4M 8AL

MILLER (ARENA CENTRAL) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the unaudited financial statements for the year ended 31 December 2018.

Directors' responsibilities statement

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), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

Results and dividends

The loss for the year, after taxation, amounted to £554,071 (2017 - loss £711,671).

No dividend was paid during the year (2017 - £NIL).

Directors

The directors who served during the year were:

Andrew Sutherland
David T Milloy

Small companies note

This report has been prepared in accordance with the small companies regime of the Companies Act 2006.

MILLER (ARENA CENTRAL) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

This report was approved by the board and signed on its behalf.

Andrew Sutherland
Andrew Sutherland (Feb 13, 2019)

Andrew Sutherland
Director

Date: Feb 13, 2019

MILLER (ARENA CENTRAL) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Cost of sales		(554,677)	(711,705)
Gross loss		(554,677)	(711,705)
Interest receivable and similar income		5,047	4,465
Interest payable and expenses		(4,441)	(4,431)
Loss before tax		(554,071)	(711,671)
Tax on loss	4	-	-
Loss for the year		(554,071)	(711,671)

There was no other comprehensive income for 2018 (2017: £NIL).

The results for the current and prior period relate to continuing activities.

The notes on pages 5 to 10 form part of these financial statements.

MILLER (ARENA CENTRAL) LIMITED
REGISTERED NUMBER: 04155620

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	5	6,346,377	9,045,669
Current assets			
Debtors: amounts falling due within one year	6	1,175,076	1,093,543
Cash at bank and in hand		7,642	6,822
		<u>1,182,718</u>	<u>1,100,365</u>
Creditors: amounts falling due within one year	7	(9,343,034)	(11,405,903)
Net current liabilities		<u>(8,160,316)</u>	<u>(10,305,538)</u>
Net liabilities		<u>(1,813,939)</u>	<u>(1,259,869)</u>
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account		(1,813,941)	(1,259,871)
		<u>(1,813,939)</u>	<u>(1,259,869)</u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


David Milloy (Feb 12, 2019)

David T Milloy
Director

Date: Feb 12, 2019


Andrew Sutherland (Feb 13, 2019)

Andrew Sutherland
Director

Date: Feb 13, 2019

The notes on pages 5 to 10 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. General information

Miller (Arena Central) Limited is a private company limited by shares and incorporated in England and Wales, 04155620. The registered office is Condor House, St Paul's Churchyard, London, United Kingdom, EC4M 8AL.

The principal activity of the company is to act as the partner in Arena Central Developments LLP, a property development partnership.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate for the following reasons. The financial arrangements applicable to the Company form part of a wider arrangement involving all the operations of its parent company, Miller Developments Holdings Limited. The directors of Miller Developments Holdings Limited have prepared detailed cash flow forecasts for all its operations (the "Miller Developments" business) and are satisfied that the group has adequate resourced to continue in operational existence and meet its liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements.

Although amounts due to the parent company and other group companies are technically repayable on demand, the parent company or other group companies will only require repayment once the company has generated sufficient funds from its property development activities. This is not anticipated to be for at least 12 months from the date of approval of these financial statements. Accordingly, the directors of this company continue to adopt the going concern basis in preparing the annual financial statements.

2.3 Valuation of investments

Investments held as fixed assets are stated at cost less provision for permanent impairment value.

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.8 Interest payable

Interest payable and similar charges relate to interest on other balances relating to the Company's ownership of Arena Central Developments LLP.

2.9 Interest income

Interest income relates to bank interest.

2.10 Taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

3. Employees

The average monthly number of employees, excluding directors, during the year was nil (2017: nil).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

4. Taxation

Factors affecting tax charge for the year

The tax charge assessed for the year is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
Loss before tax	(554,071)	(711,671)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	(105,273)	(136,997)
Effects of:		
JV profits taxable within this company	52,060	484,992
Group relief received for a nil consideration	53,213	(347,995)
Total tax charge for the year	-	-

5. Fixed asset investments

	Other investments in respect of joint ventures £	Loans to joint ventures £	Total £
Cost or valuation			
At 1 January 2018	1,686,609	7,359,060	9,045,669
Loan repayment	-	(2,250,000)	(2,250,000)
Amortisation	(449,292)	-	(449,292)
At 31 December 2018	1,237,317	5,109,060	6,346,377
Net book value			
At 31 December 2018	1,237,317	5,109,060	6,346,377
At 31 December 2017	1,686,609	7,359,060	9,045,669

MILLER (ARENA CENTRAL) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

5. Fixed asset investments (continued)**Joint ventures**

The following is a joint venture of the Company:

Name	Principal activity	Holding	Country of incorporation
Arena Central Development LLP	Property Development	50%	UK

6. Debtors

	2018 £	2017 £
Trade debtors	67,217	-
Amounts owed by group undertakings (note 10)	205,000	205,000
Other debtors	902,859	888,543
	<u>1,175,076</u>	<u>1,093,543</u>

7. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings (note 10)	8,450,050	10,517,360
Other creditors	892,984	888,543
	<u>9,343,034</u>	<u>11,405,903</u>

8. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

9. Reserves**Profit & loss account**

Profit and loss includes all current and prior period retained profits, losses and equity distributions.

MILLER (ARENA CENTRAL) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

10. Related party transactions

As at the 31 December 2018 the Company was ultimately a wholly owned subsidiary of MDL Holdings Limited and so it is exempt from the requirements of FRS102.33 to disclose transactions with other subsidiaries headed by MDL Holdings Limited.

11. Controlling party and parent undertaking

The Company is a subsidiary undertaking of Miller Developments Holdings Limited, a Company incorporated and domiciled in the United Kingdom.

At 31 December 2018 the Company's ultimate parent Company was MDL Holdings Limited, a Company incorporated and domiciled in the United Kingdom. The Company is ultimately controlled by GSO Capital Partners LP, a division of the Blackstone Group LP.