DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2008

(Registered Number 4171724)



WEDNESDAY



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DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activity of the company is that of factoring and invoice discounting services and it will continue to be so for the foreseeable future.

BUSINESS REVIEW

The results for the year are shown in the income statement and notes thereto. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The company is not required to produce an expanded business review under the small company exemption limits.

DIVIDENDS

An interim dividend of £850,000 (2007: £750,000) was declared and paid on 20 November 2008. The directors do not propose the payment of a final dividend (2007: £Nil). This dividend was declared based on the distributable reserves at that time.

DIRECTORS

The directors who served during the year were as follows:

J G Goodfellow

(Resigned 31 December 2008)

D.J.Cutter

P M Craddock

(Resigned 01 February 2008)

R J Twigg

(Appointed 01 February 2008)

D Thomas

(Appointed 17 September 2008)

R A Walker

J D Walkden

(Resigned 31 December 2008)

G M Bell

Messrs J G Goodfellow, D J Cutter and R J Twigg were also directors of the ultimate parent undertaking, Skipton Building Society, and Mr P M Craddock a director of Skipton Group Holdings Limited.

CREDITOR PAYMENT POLICY

The company's policy concerning the payment of suppliers for the next financial year is to agree terms of payment in advance and to make the payment in accordance with agreed terms and any other legal obligations. As at 31 December 2008 creditor days were 25 days (2007: 24 days).

POLITICAL AND CHARITABLE CONTRIBUTIONS

The company made no political contributions during the year. Charitable donations amounted to £650 (2007: £3,150) for the year.

AUDITORS

A resolution to re-appoint KPMG Audit Ptc as auditors will be proposed at the next Annual General Meeting.

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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board

G M Davidson

Skipton Business Finance Limited

Skipton

BD23 1DN

Company Secretary

02 February 2009

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

The directors are responsible for preparing the directors' report and 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 IFRS as adopted by the EU.

The financial statements are required by law to present fairly the financial position and performance of the company; the Companies Act 1985 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SKIPTON BUSINESS FINANCE LIMITED

We have audited the financial statements of Skipton Business Finance Limited for the year ended 31 December 2008 which comprise the income statement, the balance sheet, the cash flow statement 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 International Financial Reporting Standards (IFRS) as adopted by the EU 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 whether the financial statements have been 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 IFRS as adopted by the EU, 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 Audit Pic

KPMG Audit Plc Chartered Accountants Leeds Registered Auditor 02 February 2009

INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2008

		Year ended	Year ended
	Note	2008	2007
		£	£
Revenue	1	3,503,400	3,588,778
Cost of sales		(854,007)	(1,059,958)
Gross profit		2,649,393	2,528,820
Administrative expenses		(2,044,048)	(1,630,795)
Profit from operations	2	605,345	898,025
Interest receivable and similar income	3	2,522,764	2,437,798
Interest payable and similar charges	4	(1,416,987)	(1,511,735)
Profit before tax		1,711,122	1,824,088
Tax expense	6	(494,154)	(558,655)
Profit for the financial year		1,216,968	1,265,433

There were no recognised income and expense items in the current year (2007: £Nil) other than those reflected in the above income statement.

The income statement is prepared on an unmodified historical cost basis.

The notes on pages 7 to 13 form part of these financial statements.

BALANCE SHEET

AS AT 31 DECEMBER 2008

	Note	£	31 Dec 2008 £	£	31 Dec 2007 £
Current assets					
Trade and other receivables	9	47,588,958		48,049,933	
Cash and cash equivalents		80,993		-	
Non current assets					
Investment in subsidiary undertaking	8	1		1	
Property, plant and equipment	10	40,044		155,719	
Deferred tax assets	11	78,833		111,638	
Total assets			47,788,829		48,317,291
Current liabilities					
Trade and other payables	12	44,629,510		44,618,856	
Bank overdrafts and loans		-		816,898	
			44,629,510		45,435,754
Non current liabilities					070.000
Long term liabilities	13		283,904		373,090
Total liabilities			44,913,414		45,808,844
Equity					
Share capital	14	200,000		200,000	
Retained earnings	15	2,675,415		2,308,447	
			2,875,415		2,508,447
Total equity and liabilities			47,788,829		48,317,291

These accounts were approved by the board of directors on 02 February 2009 and signed on its behalf by:

RYJ Twigg

Director

O Thomas

Director

The notes on pages 7 to 13 form part of these accounts.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	Year ended 2008	Year ended 2007
		£	£
Cash flows from operating activities			
Profit from operations		605,345	898,025
Adjustments for:			
Depreciation charges		22,966	42,060
Decrease/(Increase) in trade receivables		465,504	(10,748,925)
(Increase) in prepayments		(4,529)	(1,037)
Increase in trade payables		3,109,772	1,693,049
Increase in accruals and deferred income		288,695	147,269
Loss/(Profit) on disposal of property, plant and equipment		2,910	(275)
Income taxes paid		(534,897)	(583,122)
Net cash from operating activities	-	3,955,766	(8,552,956)
Cash flows from investing activities			
Interest received		2,522,764	2,437,798
Interest paid		(1,416,987)	(1,511,735)
Proceeds on disposal of property, plant and equipment		127,393	3,680
Purchases of property, plant and equipment	10	(37,594)	(44,316)
Net cash from investing activities		1,195,576	885,427
Cash flows from financing activities			
Dividends paid	7, 15	(850,000)	(750,000)
(Decrease)/Increase in loan debt	12	(3,403,451)	7,354,204
Net cash from financing activities		(4,253,451)	6,604,204
Net increase/(decrease) in cash and cash equivalents		897,891	(1,063,325)
Cash and cash equivalents at 1 January		(816,898)	246,427
Cash and cash equivalents at 31 December		80,993	(816,898)

NOTES TO 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 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 2008.

The directors have adopted IFRIC 14 - IAS 19 The Limit on a Defined Benefit Asset Minimum Funding Requirements and Their Interaction and IAS 39 Financial Instruments: Recognition and Measurement and IFRS 7 Financial Instruments: Disclosures - Amendments, though with no material impact.

The directors have not adopted IAS 1 Presentation of Financial Statements (2007), IFRS 8 Operating Segments, IAS 23 Borrowing Costs (Revised), which although endorsed by the EU, are currently not mandatory.

The financial statements are drawn up under the historic cost convention and in accordance with applicable accounting standards. The accounts have been prepared on a going concern basis.

(b) Revenue recognition

Revenue, which excludes value added tax, represents total invoiced sales of the company. Interest income is recognised on an accruals basis and in accordance with IAS 39 on an effective yield basis.

(c) Property, plant and equipment

Property, plant and equipment are stated in the balance sheet 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:

Office equipment Motor vehicles 20% straight line 25% reducing balance

(d) Operating leases

Costs of operating leases are charged to the income statement on a straight line basis over the lease term.

(e) Taxation

Income tax on the profits for the year comprises current tax and deferred tax and is recognised in the income statement. Current tax is the expected tax payable on the income for the year, using tax rates enacted or substantially enacted on the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided using the balance sheet 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 balance sheet date.

(f) Pensions

The majority of company employees are members of the Skipton Building Society Group stakeholder pension scheme, the assets of which are held in an independently administered scheme. Contributions are charged to the income statement and are included in staff costs.

(g) Derecognition of financial assets and liabilities

Financial assets are derecognised when the contractual right to cash flows expires, or the financial asset is transferred to another party and the right to receive cash flows is also transferred. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or has expired.

Impairment provisions are made to reduce the value of trade debtors to the amount that the directors consider is likely ultimately to be received, based upon objective evidence.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

(h) Cash and cash equivalents

For the purpose of the cash flow statement, cash comprises cash in hand and loans and advances to credit institutions repayable on demand, 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 cash flow statement has been prepared using the indirect method.

(i) Investment in subsidiary undertaking

Subsidiaries are entities controlled by the company. Control exists where the company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are held on the balance sheet at cost, less the value of any impairment recognised at the balance sheet date.

(j) Consolidation

These financial statements are separate statements prepared for the company alone. The company meets all of the conditions for exemption set out in IAS 27, and so has not prepared consolidated financial statements incorporating the results of its non-material dormant subsidiary company.

2. Profit from operations		
,	2008	2007
	£	£
Profit from operations has been arrived at after charging/(crediting):		
Depreciation of property, plant and equipment	22,966	42,060
Net loss/(profit) on disposal of property, plant and equipment	2,910	(275)
Staff costs (see note 5)	1,725,770	1,773,143
Rentals payable under operating leases	70,910	90,385
Auditor's remuneration and expenses:		
Audit services	10,000	7,730
Non audit services	-	31,150
3. Interest receivable and similar income		
**····	2008	2007
	£	£
Factoring and invoice discounting interest receivable	2,522,764	2,437,798
	2,522,764	2,437,798
	•	
4. Interest payable and similar charges		
The state of the s	2008	2007
	£	£
Interest payable to group undertakings	1,416,987	1,511,735
	1,416,987	1.511.735

5. Staff numbers and costs

The average monthly number of persons employed by the company (including executive directors) during the period was as follows:

portod trad do tonotro.	2008	2007
Directors	4	3
Other	33	38
	37	41
The aggregate payroll costs of these persons were as follows:		
	2008	2007
	£	£
Wages and salaries	1,486,995	1,542,332
Social security costs	162,116	165,625
Other pension costs	76,659	65,186
	1,725,770	1,773,143

NOTES TO THE FINANCIAL STATEMENTS

6. Tax expense

A reconciliation of current tax on profit on ordinary activities at the standard UK corporation tax rate to the actual income tax expense is as follows:

expense is as follows.	2008	2007
a) Analysis of expense in the year at 28.5% (2007: 30%)	L	-
Current tax expense		
Current tax at 28.5% (2007: 30%)	461,342	570,890
Adjustment for prior years	7 -	(1,186)
Total current tax	461,349	569,704
Deferred tax expense		
Origination and reversal of temporary differences	32,813	(11,077)
Adjustment in respect of prior years	(8)	28
Total deferred tax	32,805	(11,049)
Income tax expense	494,154	558,655

b) Factors affecting current tax expense in the year

The charge for the year can be reconciled to the profit per the income statement as follows:

1,711,122	1,824,088
487,623	547,226
3,317	8,610
(1)	(1,158)
3,215	3,977
494,154	558,655
	487,623 3,317 (1) 3,215

The tax charge for the period includes the effect on the company's deferred tax balances of the reduction in the corporation tax rate from 30% to 28% which is effective from 1 April 2008.

7. Dividends

7. Dividends	2008 £	2007 £
Amounts recognised as distributions to equity holders in the period:	_	
Interim and final dividend for the year ended 31 December 2008 of £4.25 (2007: £3.75) per share	850,000 850,000	750,000 750,000
8. Investment in subsidiary undertaking		

8. Investment in subsidiary undertaking		
	2008	2007
	£	£
At 1 January	1	1

The investment in subsidiary undertaking represents the acquisition at cost of the entire £1 ordinary share capital of Yorkshire Factors Limited, a dormant company limited by shares, incorporated and registered in England.

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NOTES TO THE FINANCIAL STATEMENTS

		2008	2007
		2008 £	2001 £
Trade debtors not past due		47,995,204	48,439,481
Impairment provision on trade debtors not past due		(417,675)	(396,448)
Prepayments and accrued income		11,429	6,900
		47,588,958	48,049,933
Under the company's recourse agreement, trade debtors relate to invoices less			
for which an impairment provision is made where objective evidence exists to do net exposure, due to client insolvency. Such credit risk exposures are reviewed or	ubt ultimate reco on a monthly basi	verability of t is by manage	he company's ment.
for which an impairment provision is made where objective evidence exists to do net exposure, due to client insolvency. Such credit risk exposures are reviewed of	on a monthly basi	is by manage	he company's ment.
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net exposure, due to client insolvency. Such credit risk exposures are reviewed of	on a monthly basi	is by manage follows: 2008 £ (396,448)	ment. 2007 £ (401,000

4.5			
10. Property, plant and equipment	Office	Motor	
	Equipment	Vehicles	Total
	£	£	£
Cost	_	_	_
At 1 January 2008	50,751	248,213	298,964
Additions	2,804	34,790	37,594
Disposals	-	(266,896)	(266,896)
At 31 December 2008	53,555	16,107	69,662
A			
Accumulated depreciation and impairment	8,860	134,385	143,245
At 1 January 2008	9,323	134,363	22,966
Depreciation charge for the year	5,323	(136,593)	(136,593)
Eliminated on disposals At 31 December 2008	18,183	11.435	29,618
At 31 December 2008	10,103	11,400	20,010
Carrying amounts	,		
At 1 January 2008	41,891	113,828	155,719
At 31 December 2008	35,372	4,672	40,044
	Office	Motor	
	Equipment	Vehicles	Total
	£	£	£
Cost	0.405	050 007	005 500
At 1 January 2007	6,435	259,087	265,522
Additions	44,316	(40.074)	44,316
Disposals	- - - -	(10,874)	(10,874)
At 31 December 2007	50,751	248,213	298,964
Accumulated depreciation and impairment			
At 1 January 2007	5.638	103,016	108,654
Depreciation charge for the year	3,222	38,838	42,060
Eliminated on disposals	· -	(7,469)	(7,469)
At 31 December 2007	8,860	134,385	143,245
Carrying amounts			
	797	156,071	156,868
At 1 January 2007 At 31 December 2007	797	156,071 113,828	156,868

Skipton Business Finance Limited NOTES TO THE FINANCIAL STATEMENTS

11. Deferred tax

The movement on the deferred tax account is as shown below:		
	2008	2007
	£	£
At 1 January	111,638	100,589 11,049
Income statement (charge)/credit	(32,805) 78,833	111,638
At 31 December	70,033	111,030
Deferred tax assets		
		Provisions
		£
At 1 January 2008		108,196
Charged to income statement		(28,703)
At 31 December 2008	<u>.</u>	79,493
Deferred tax liabilities		
Deletted ray liabilities		Accelerated
		tax
		depreciation
		£
At 1 January 2008		3,442
Charged to income statement		(4,102)
At 31 December 2008		(660)
Net deferred tax asset		
At 31 December 2008		78,833
		111100
At 31 December 2007	<u> </u>	111,638
12. Trade and other payables		2227
	2008	2007
	£	£
Client retention	17,229,631	14,030,673
Amounts owed to group undertakings	26,313,797	29,717,248
VAT	78,091	84,574 302,890
Income tax	229,342 778,649	483,471
Accruals and deferred income	44,629,510	44,618,856
	44,025,510	44,010,000
13. Long term liabilities	2008	2007
	2008 £	2007 £
Other and these	283,904	373,090
Other creditors	283,904	373,090
	200,304	37 3,030

NOTES TO THE FINANCIAL STATEMENTS

14. Share capital

·	2008	2007
	£	£
Authorised, issued and fully paid		
150,000 ordinary A shares of £1 each	150,000	150,000
50,000 ordinary B shares of £1 each	50,000	50,000
	200,000	200,000

A and B shares rank pari passu, except that where the A shares constitute more than 50% of the issued equity share capital, they shall have at least such number of votes as represents 75% of the votes capable of being cast on the resolution concerned.

15. Reconciliation of movement in capital and reserves

13. Neconcination of movement in capital and reserves	Share Capital £ 200,000	Retained Earnings £ 2,308,447 1,216,968 (850,000)	Total Equity £ 2,508,447 1,216,968 (850,000)
Balance at 1 January 2008			
Profit for the period			
Dividends to shareholders			
Balance at 31 December 2008	200,000	2,675,415	2,875,415
Balance at 1 January 2007	200,000	1,793,014	1,993,014
Profit for the period	-	1,265,433	1,265,433
Dividends to shareholders	-	(750,000)	(750,000)
Balance at 31 December 2007	200,000	2,308,447	2,508,447

16. Related party transactions

The company has related party relationships with other subsidiaries within the Skipton Group as detailed below. All such transactions are priced on an arm's length basis

All such transactions are priced on an arm's length basis.	2008	2007
	£	£
a) Interest payable and purchase of goods and services		
Office rental and other support services	232,368	201,567
Funding interest paid and accrued	1,416,987	1,511,735
	1,649,355	1,713,302
b) Outstanding balances		
Payable to related parties	26,31 <u>3,797</u>	29,717,248
	26,313,797	29,717,248
c) Key management compensation		
Salaries and other short term employee benefits	430,949	393,093
Post employment benefits	29,601	19,045
Amounts accrued under long term incentive scheme	79,219	94,302
	539,769	506,440

^{&#}x27;Key management personnel' comprise Messrs D Thomas, R A Walker, J D Walkden and G M Bell.

There are no provisions in respect of sales of goods and services to related parties, either at 31 December 2007 or at 31 December 2008.

The company is part of the group banking arrangements involving the pooling of funds with other group companies.

NOTES TO THE FINANCIAL STATEMENTS

17. Commitments under operating leases

The company has annual commitments due under operating leases. At the balance sheet date these were as follows: 2008 2007 ${\bf \pounds}$ ${\bf O}$ On leases expiring: Within one year 6,064

 Within one year
 6,064

 Within two to five years
 222,034
 245,100

 228,098
 245,100

18. Ultimate parent undertaking

The company is a 100% owned subsidiary of Skipton Group Holdings Limited. The ultimate parent undertaking is Skipton Building Society, which is registered in the United Kingdom. A copy of the group annual report and accounts into which the results of this company are consolidated is available from:

The Secretary Skipton Building Society The Bailey Skipton North Yorkshire BD23 1DN