

Trenport (Peters Village) Limited
(registered number. 4187596)

**Report of the directors and financial statements
for the year ended 31 December 2013**



Trenport (Peters Village) Limited

Report of the directors for the year ended 31 December 2013 (registered number: 4187596)

The directors present their report and the audited financial statements of the company for the year ended 31 December 2013.

Principal activities

The principal activity of the company is property trading. The value of property, including work in progress, is carried in the financial statements at its cost of £20.9 million (2012: £16.8 million). Despite the continued difficult economic environment in both the property and housing market the company continued to develop its land holding. The operating profit for the financial year amounted to £34,000 (2012: loss £11,000)

The results of the company for the year are set out in the profit and loss account on page 5.

Business review and future developments

In April 2014 the Group entered into the agreements with its contractors and financiers to commence its residential development at Peters Village on the east bank of the Medway river near Burham, Kent. In order to improve communications between the east and west banks of the River Medway, a new bridge over the river will be constructed, together with the infrastructure required to facilitate the proposed housing development. The bridge is due for completion in the third quarter of 2016. The cost of the bridge and infrastructure to facilitate the sale of residential land is projected at £50million.

The development has received £19.5million of assistance from the Local Infrastructure Fund established by the Government's Homes and Communities Agency to expedite delivery of large housing developments.

The net developable area at Peters Village covers 86.61 acres and has consent for up to 1,000 residential units, together with the associated educational and leisure facilities, including 27.43 acres set aside for public open space/recreation. The Group plans to commence the marketing of parcels of land to house builders in the summer of 2014.

The company has an ongoing strategy for the disposal of its development land and any residual land which has little or no prospect of securing planning consent for development in the foreseeable future.

Directors

The directors of the company during the year ended 31 December 2013 and up to the date of signing the financial statements were:

A S Barclay
R K Mowatt
A J T Parson
P L Peters
M Seal

Results and dividend

The profit for the financial year of £34,000 (2012: loss £11,000) has been transferred to reserves. The directors do not recommend the payment of a dividend for the year ended 31 December 2013 (2012: nil)

Creditor payment policy

For all trade creditors, it is the company's policy to:

- agree the terms of payment at the start of business with the supplier;
- ensure that suppliers are aware of the terms of payment; and
- pay in accordance with its contractual and other legal obligations.

Trenport (Peters Village) Limited

Report of the directors for the year ended 31 December 2013 (continued) **(registered number:4187596)**

Statement of directors' responsibilities

The directors are responsible for preparing the report of the directors 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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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:

- a) select suitable accounting policies and then apply them consistently;
- b) make judgements and accounting estimates that are reasonable and prudent;
- c) 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware and the directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Financial risk

The company's activities expose it to liquidity risk. The company's overall financial risk management objective is to minimise its potential adverse effects on the financial performance of the company.

(a) Liquidity risk

The company practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient funding requirements for working capital. The company has debt facilities that are designed to ensure that it has sufficient available funds for operations and planned expansions.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the board



M Seal
Director
15 May 2014

Trenport (Peters Village) Limited

Independent auditors' report to the members of Trenport (Peters Village) Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- 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 United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Trenport (Peters Village) Limited, comprise:

- the Profit and loss account for the year ended 31 December 2013;
- the Balance sheet as at 31 December 2013;
-
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Report of the directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

Trenport (Peters Village) Limited

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' Responsibilities set out on page 2, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors .

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Simon O'Brien (Senior Statutory Auditor)

For and on behalf of Pricewaterhouse Coopers LLP
Chartered Accountants and Statutory Auditors
PwC London

15 May 2014

Trenport (Peters Village) Limited

Profit and loss account for the year ended 31 December 2013

| | NOTE | 2013 £'000 | 2012 £'000 |
|--|------|---------------|---------------|
| Turnover | | 43 | 236 |
| Cost of sales | | <u>(9)</u> | <u>(247)</u> |
| Profit/(loss) on ordinary activities before taxation | 2 | 34 | (11) |
| Tax on profit/(loss) on ordinary activities | 3 | - | - |
| Profit/(loss) for the financial year | 10 | <u>34</u> | <u>(11)</u> |

The profit/(loss) for the financial year arises from the company's continuing operations.

No separate statement of total recognised gains and losses has been presented as all gains and losses have been dealt with in the profit and loss account.

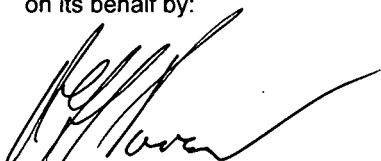
There is no difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the financial year and their historical cost equivalents.

Trenport (Peters Village) Limited

Balance sheet as at 31 December 2013 (registered number: 4187596)

| | NOTE | 2013 £'000 | 2012 £'000 |
|---|------|---------------|-----------------|
| Current assets | | | |
| Stocks | 5 | 20,941 | 16,845 |
| Debtors | 6 | 14,430 | - |
| | | <u>35,371</u> | <u>16,845</u> |
| Creditors: amount falling due after more than one year | 7 | <u>-</u> | <u>(16,708)</u> |
| Net assets | | <u>35,371</u> | <u>137</u> |
| Capital and reserves | | | |
| Called up share capital | 9 | 35,200 | - |
| Profit and loss account | 10 | <u>171</u> | <u>137</u> |
| Total shareholders' funds | 10 | <u>35,371</u> | <u>137</u> |

The financial statements on pages 5 to 10 were approved by the Board of Directors on 15 May 2014 and signed on its behalf by:


A J T Parson
Director


R K Mowatt
Director

Trenport (Peters Village) Limited

Notes to the financial statements for the year ended 31 December 2013

1. Principal accounting policies

Basis of accounting

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and UK accounting standards, which have been applied on a consistent basis with the previous year. The principal accounting policies are set out below.

Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard Number 1 to prepare a consolidated cash flow statement as it is a wholly owned subsidiary of Trenport Investments Limited whose financial statements are publicly available.

Turnover

Turnover, which excludes value added tax, represents rent of residential and commercial land and buildings and is wholly realised in the United Kingdom.

Stocks

Land held for development and construction work in progress are valued at the lower of cost and net realisable value. Cost includes appropriate directly attributable overheads.

Taxation

Corporation tax is provided on taxable profits at the standard rate of corporation tax in the United Kingdom of 23.25% (2012: 24.5%).

Deferred tax is accounted for on an undiscounted basis at tax rates enacted or substantially enacted at the balance sheet date on all differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. A deferred tax asset is only recognised when it is more likely than not that the asset will be recoverable in the foreseeable future out of suitable taxable profits from which the underlying timing differences can be deducted.

Trenport (Peters Village) Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

2. Profit/(loss) on ordinary activities before taxation

The profit/(loss) on ordinary activities before taxation is stated after charging:

| 2013 £'000 | 2012 £'000 |
|---------------|---------------|
|---------------|---------------|

Fees payable to the company's auditors of £5,000 (2012: £5,000) for the audit of the company's financial statements are borne by the immediate holding company.

| | |
|---|---|
| - | - |
|---|---|

3. Tax on profit/(loss) on ordinary activities

| 2013 £'000 | 2012 £'000 |
|---------------|---------------|
|---------------|---------------|

Current tax:

United Kingdom corporation tax at 23.25% (2012: 24.5%)

| | |
|---|---|
| - | - |
|---|---|

Deferred tax:

Deferred tax charge for current year

| | |
|---|---|
| - | - |
|---|---|

| | |
|---|---|
| - | - |
|---|---|

The tax assessed for the year is different (2012: different) to the standard rate of corporation tax in the United Kingdom, 23.25% (2012: 24.5%). The differences are explained below:

| 2013 £'000 | 2012 £'000 |
|---------------|---------------|
|---------------|---------------|

Profit/(loss) on ordinary activities before tax

| | |
|----|------|
| 34 | (11) |
|----|------|

Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 23.25% (2012: 24.5%)

| | |
|---|-----|
| 8 | (3) |
|---|-----|

Effects of:

Group relief for nil consideration

| | |
|---|---|
| - | 3 |
|---|---|

Losses brought forward utilised

| | |
|-----|---|
| (8) | - |
|-----|---|

Current tax for the year

| | |
|---|---|
| - | - |
|---|---|

Trenport (Peters Village) Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

4. Directors and employees

None of the directors received any emoluments during the year for their services to the company (2012: nil). There are no employees other than the directors (2012: none).

5. Stocks

| | 2013 £'000 | 2012 £'000 |
|---------------------------|---------------|---------------|
| Land held for development | 20,941 | 16,845 |

The land is provided as security for a bank loan to the company's immediate holding company.

6. Debtors: amounts falling due after more than one year

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Amount owed by immediate holding company | 14,430 | - |

The amount repayable by the immediate holding company is unsecured, interest free and has no fixed terms of repayment.

7. Creditors: amounts falling due after more than one year

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Amount owed to immediate holding company | - | 16,708 |

The amount repayable to the immediate holding company is unsecured, interest free and has no fixed terms of repayment.

8. Deferred taxation

There are no deferred taxes included in the balance sheet (2012: nil). The potential deferred tax asset not recognised is as follows:

| | 2013 £'000 | 2012 £'000 |
|------------------------|---------------|---------------|
| Losses carried forward | 247 | 284 |

Trenport (Peters Village) Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

9. Called up share capital

| | 2013 £ | 2012 £ |
|---|------------|-----------|
| Authorised: | | |
| 40,000,000 (2012: 100) ordinary shares of £1 each | 40,000,000 | 100 |
| | <hr/> | <hr/> |
| Allotted, called up and fully paid: | | |
| 35,200,000 (2012: 1) ordinary share of £1 | 35,200,000 | 1 |
| | <hr/> | <hr/> |

The authorised share capital was increased to £40,000,000 (2012: £100) on 4 December 2013. The allotted, called up and fully paid shares were also increased to £35,200,000 (2012: £1) on 4 December 2013.

10. Profit and loss account and reconciliation of movements in shareholders' funds

| | 2013 £'000 | 2012 £'000 |
|--------------------------------------|---------------|---------------|
| Opening shareholders' funds | 137 | 148 |
| Profit/(loss) for the financial year | 34 | (11) |
| | <hr/> | <hr/> |
| Closing shareholders' funds | 171 | 137 |
| | <hr/> | <hr/> |

11. Related party transactions

As all of the company's voting rights are controlled within the group headed by Trenport Investments Limited, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group or are disclosed in the group financial statements.

12. Ultimate controlling party

The immediate holding company is Trenport Investments Limited, a company incorporated in England & Wales, which the Directors regard as being ultimately controlled by Sir David and Sir Frederick Barclay Family Settlements.

B.UK. Limited, a company incorporated in Bermuda, is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2013. Trenport Investments Limited is the smallest group of undertakings to consolidate these financial statements. The financial statements of Trenport Investments Limited can be obtained by writing to 3rd Floor, 20 St James's Street, London SW1A 1ES