

Grainger (Clapham) Limited
Financial statements
30 September 2012



Grainger (Clapham) Limited

Financial statements

Year ended 30 September 2012

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Grainger (Clapham) Limited

Officers and professional advisers

The board of directors	Andrew R Cunningham Nick P On Nicholas M F Jopling Mark Greenwood Peter Q P Couch
Company secretary	Michael P Windle
Registered office	Citygate St James' Boulevard Newcastle Upon Tyne NE1 4JE
Auditor	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditor 89 Sandyford Road Newcastle Upon Tyne NE1 8HW
Bankers	Barclays Bank Plc Barclays House 71 Grey Street Newcastle Upon Tyne NE99 1JP
Solicitors	Dickinson Dees LLP St Ann's Wharf 112 Quayside Newcastle Upon Tyne NE99 1SB

Grainger (Clapham) Limited

The directors' report

Year ended 30 September 2012

The directors present their report and the financial statements of the company for the year ended 30 September 2012

Principal activities

The principal activity of the company during the year was property development and trading

Directors

The directors who served the company during the year were as follows

Andrew R Cunningham
Nick P On
Nicholas M F Jopling
Mark Greenwood
Peter Q P Couch

Directors' responsibilities

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 the directors have elected to prepare 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 year.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Grainger (Clapham) Limited

The directors' report *(continued)*

Year ended 30 September 2012

Auditor

PricewaterhouseCoopers LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Signed by order of the directors



Michael P Windle
Company Secretary

Approved by the directors on 18 December 2012

Grainger (Clapham) Limited

Independent auditor's report to the shareholders of Grainger (Clapham) Limited

Year ended 30 September 2012

We have audited the financial statements of Grainger (Clapham) Limited for the year ended 30 September 2012 which comprise the Profit and Loss Account, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out in the directors' report, 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.

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.

Scope of the audit of the financial statements

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 financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 September 2012 and of its loss 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 Companies Act 2006

Grainger (Clapham) Limited

Independent auditor's report to the shareholders of Grainger (Clapham) Limited *(continued)*

Year ended 30 September 2012

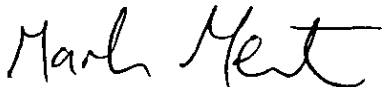
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the 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, or
- the directors were not entitled to prepare financial statements in accordance with the small company regime



MARK MENTON (Senior Statutory Auditor)
For and on behalf of
PRICEWATERHOUSECOOPERS LLP
Chartered Accountants & Statutory Auditor

89 Sandyford Road
Newcastle Upon Tyne
NE1 8HW

18 December 2012

Grainger (Clapham) Limited

Profit and loss account

Year ended 30 September 2012

	Note	2012 £	2011 £
Turnover		–	–
Administrative expenses		(9,594)	–
Operating loss	2	(9,594)	–
Interest payable and similar charges		(580,329)	(625,730)
Loss on ordinary activities before taxation		(589,923)	(625,730)
Tax on loss on ordinary activities	3	147,481	168,947
Loss for the financial year		(442,442)	(456,783)
Balance brought forward		(962,680)	(505,897)
Balance carried forward		<u>(1,405,122)</u>	<u>(962,680)</u>

All of the activities of the company are classed as continuing

Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss of £442,442 attributable to the shareholders for the year ended 30 September 2012 (2011 - loss of £456,783)

The notes on pages 8 to 11 form part of these financial statements

Grainger (Clapham) Limited

Balance sheet

30 September 2012

	Note	2012 £	2011 £
Current assets			
Stocks	4	18,217,585	16,088,481
Debtors	5	400,455	—
Cash at bank		2,623,024	—
		<u>21,241,064</u>	<u>16,088,481</u>
Creditors Amounts falling due within one year	6	<u>(943,658)</u>	<u>(16,951,160)</u>
Net current assets/(liabilities)		20,297,406	(862,679)
Total assets less current liabilities		20,297,406	(862,679)
Creditors: Amounts falling due after more than one year	7	<u>(102,527)</u>	<u>—</u>
		<u>20,194,879</u>	<u>(862,679)</u>
Capital and reserves			
Called-up equity share capital	9	21,600,001	100,001
Profit and loss account		<u>(1,405,122)</u>	<u>(962,680)</u>
Shareholders' funds/(deficit)	10	<u>20,194,879</u>	<u>(862,679)</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved by the directors and authorised for issue on 18 December 2012, and are signed on their behalf by



Mark Greenwood
Director

Company Registration Number 04217612

The notes on pages 8 to 11 form part of these financial statements

Grainger (Clapham) Limited

Notes to the financial statements

Year ended 30 September 2012

1 Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year

Cash flow statement

The company is a wholly owned subsidiary of Grainger plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement

Stocks

Development properties and development land are shown in the financial statements at the lower of cost to the company and net realisable value. Cost to the company includes legal and surveying charges incurred during the acquisition plus improvement costs. Net realisable value is calculated based on whether the land or property is to be sold in its current condition or whether it will be subject to further development. Where the land or property is to be further developed, net realisable value is based on the future expected value. Where the land or property is to be sold in its current condition, net realisable value is based on current market value.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

2 Operating loss

Operating loss is stated after charging

	2012	2011
	£	£
Auditor's fees	-	400

Audit fees are statutory audit fees only and are borne by another Group company

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous year

Grainger (Clapham) Limited

Notes to the financial statements

Year ended 30 September 2012

3 Taxation on ordinary activities (a) Analysis of charge in the year

	2012 £	2011 £
Current tax		
UK Corporation tax based on the results for the year at 25% (2011 - 27%)	(147,481)	(168,947)
Total current tax	<u>(147,481)</u>	<u>(168,947)</u>

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 25% (2011 - 27%)

	2012 £	2011 £
Loss on ordinary activities before taxation	<u>(589,923)</u>	<u>(625,730)</u>
Loss on ordinary activities by rate of tax	(147,481)	(168,947)
Total current tax (note 3(a))	<u>(147,481)</u>	<u>(168,947)</u>

(c) Factors that may affect future tax charges

No tax would become payable if the company's properties were sold at their year end replacement values

There are no other factors that are expected to significantly affect the taxation charge in future years

4 Stocks

	2012 £	2011 £
Development property	<u>18,217,585</u>	<u>16,088,481</u>

The replacement value of stock is £14,680,000 (2011 £12,500,000) based on market value at 30 September 2012

Stock is stated in the balance sheet at the lower of cost and net realisable value. Net realisable value is the net sales proceeds which the company expects on sale of the development. The directors have reviewed the expected net sales valuations of the development. They have concluded that the net realisable value is more than the book cost of the properties and therefore no provision against the carrying value of stock is required.

Grainger (Clapham) Limited

Notes to the financial statements

Year ended 30 September 2012

5 Debtors

	2012 £	2011 £
Amounts owed by group undertakings	190,765	—
Corporation tax repayable	147,481	—
VAT recoverable	62,209	—
	<u>400,455</u>	<u>—</u>

6. Creditors Amounts falling due within one year

	2012 £	2011 £
Trade creditors	80,964	27,326
Amounts owed to group undertakings	—	16,833,834
Other creditors	862,694	90,000
	<u>943,658</u>	<u>16,951,160</u>

The intercompany loan was repaid on 28 June 2012

7 Creditors Amounts falling due after more than one year

	2012 £	2011 £
Bank loans and overdrafts	<u>102,527</u>	<u>—</u>

The bank loan bears interest at 3.7% above LIBOR and is repayable in 2014

The following liabilities disclosed under creditors falling due after more than one year are secured by the company

	2012 £	2011 £
Bank loans and overdrafts	412,120	—
Unamortised loan costs	(309,593)	—
	<u>102,527</u>	<u>—</u>

8 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group

9. Share capital

Allotted, called up and fully paid

	2012		2011	
	No	£	No	£
21,600,001 Ordinary shares (2011 - 100,001) of £1 each	<u>21,600,001</u>	<u>21,600,001</u>	<u>100,001</u>	<u>100,001</u>

During the year the company increased its issued share capital by 21,500,000 ordinary £1 shares
GIP Limited acquired 100% of the new shares at par

Grainger (Clapham) Limited

Notes to the financial statements

Year ended 30 September 2012

10 Reconciliation of movements in shareholders' funds

	2012 £	2011 £
Loss for the financial year	(442,442)	(456,783)
New ordinary share capital subscribed	21,500,000	—
Net addition/(reduction) to shareholders' deficit	21,057,558	(456,783)
Opening shareholders' deficit	(862,679)	(405,896)
Closing shareholders' funds/(deficit)	<u>20,194,879</u>	<u>(862,679)</u>

11. Ultimate parent undertaking and controlling party

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE

GIP Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company