

Registered number
04316344

C G I S Littlehampton Limited
Directors' report and financial statements
30 June 2011



C.G.I.S. Littlehampton Limited
Directors' report and financial statement
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C.G.I.S. Littlehampton Limited

Registered number: 04316344

Directors' Report

The directors present their annual report and the audited financial statements for the year ended 30 June 2011

Principal activities

The company's principal activity during the year continued to be property investment

On 2 July 2010, the freehold property was sold to a third party for £7,600,000

Results and dividends

The results for the year are shown in the profit and loss account on page 4

The directors do not recommend the payment of a final dividend (2010 Nil) Dividends were paid on the preference shares of £10,715 (2010 £10,272)

Directors

The following persons served as directors during the year

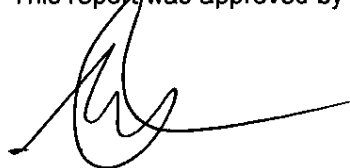
T S Cole
S R Collins
M N Steinberg

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This report was approved by the board on 3/2/2012 and signed on its behalf by



M N Steinberg
Director

10 Upper Berkeley Street
London
W1H 7PE

C.G.I.S. Littlehampton Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts 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 accounts 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 accounts, 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 applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts,
- prepare the accounts 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 accounts 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.

C.G.I.S. Littlehampton Limited
Independent auditors' report
to the shareholders of C.G.I.S. Littlehampton Limited

We have audited the accounts of C G I S Littlehampton Limited for the year ended 30 June 2011 which comprise the Profit and Loss Account, the 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditors' 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

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts 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.

Scope of the audit of the accounts

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 misstatements, 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 by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report 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 the accounts

In our opinion the accounts

- give a true and fair view of the state of the company's affairs as at 30 June 2011 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.

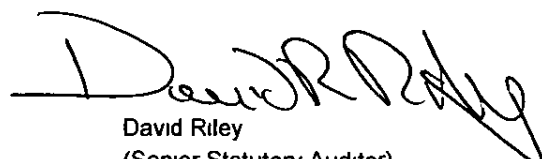
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the accounts are prepared is consistent with the accounts.

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 accounts 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.



David Riley
(Senior Statutory Auditor)
for and on behalf of
haysmacintyre
Statutory Auditor
3/2/2012

Fairfax House
15 Fulwood Place
London
WC1V 6AY

C.G.I.S. Littlehampton Limited
Profit and Loss Account
for the year ended 30 June 2011

	Notes	2011 £	2010 £
Turnover	2		
Rent receivable		-	726,409
Service charge income		-	48,453
		<u>-</u>	<u>774,862</u>
Property outgoings		-	(58,953)
Gross profit		<u>-</u>	<u>715,909</u>
Administrative expenses	4	-	-
Operating profit		<u>-</u>	<u>715,909</u>
Profit on sale of property		211,929	-
Interest receivable		13,702	39
Interest payable	5	(154,497)	(289,575)
Profit on ordinary activities before taxation		<u>71,134</u>	<u>426,373</u>
Tax on profit on ordinary activities	6	-	-
Profit for the financial year		<u>71,134</u>	<u>426,373</u>

Continuing operations

All of the above relate to continuing operations

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years

There is no difference between the profit as stated and that prepared on the historic cost basis

The notes on pages 6 - 10 form part of these financial statements

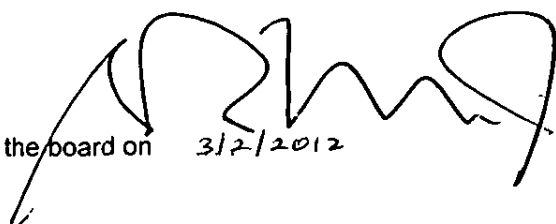
C.G.I.S. Littlehampton Limited
Balance Sheet
as at 30 June 2011

	Notes	2011 £	2010 £
Fixed assets			
Investment property	7	-	7,300,000
Investments	8	-	2
		-	<u>7,300,002</u>
Current assets			
Debtors	9	10,668,745	10,048,998
Creditors: amounts falling due within one year	10	(9,024,869)	(15,776,258)
Net current assets/(liabilities)		<u>1,643,876</u>	<u>(5,727,260)</u>
Total assets less current liabilities		<u>1,643,876</u>	<u>1,572,742</u>
Creditors: amounts falling due after more than one year	11	(207,253)	(207,253)
Net assets		<u>1,436,623</u>	<u>1,365,489</u>
Capital and reserves			
Called up share capital	12	1	1
Revaluation reserve	13	-	(98,000)
Profit and loss account	14	1,436,622	1,463,488
Shareholders' funds	15	<u>1,436,623</u>	<u>1,365,489</u>

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

S R Collins
 Director

Approved by the board on 3/2/2012



The notes on pages 6 - 10 form part of these financial statements

C.G.I.S. Littlehampton Limited
Notes to the Accounts
for the year ended 30 June 2011

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 with the exception of the presentation of gross property income noted below

Accounting convention

The financial statements have been prepared on a going concern basis, under the historical cost accounting rules, modified by the revaluation of certain fixed assets, and in accordance with the Companies Act 2006 and applicable accounting standards for the United Kingdom

Basis of preparation

The accounts have been prepared on the going concern basis by the directors, who have assessed the future performance of the company and determined that the going concern basis is appropriate. In addition, the directors have obtained the support of CGIS Group (No 3) Limited for a period of at least 12 months from the date of approval of the financial statements

Properties

Investment properties are included in the balance sheet at their open market value at the balance sheet date based upon an annual external professional valuation. Aggregate surpluses or deficits arising on valuation are transferred to a revaluation reserve. Impairment in the value of the properties to below their carrying values are charged directly to the profit and loss account, where such impairments are considered permanent

Additions to investment properties include only costs of a capital nature. Costs such as interest and other property outgoings are treated as revenue expenditure and written off as incurred

In accordance with SSAP 19 (as amended) "Accounting for Investment Properties" no depreciation or amortisation is provided in respect of freehold and leasehold investment properties. This treatment is a departure from the requirements of the Companies Act 2006 concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is necessary for the accounts to give a true and fair view. Depreciation or amortisation is only one of the factors reflected in annual valuation, and the amount which might otherwise be shown, cannot be separately identified or quantified

Related party transactions

As the company is a wholly owned subsidiary of CGIS Group (No 3) Limited, it has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances which form part of the group (or investees of the group qualifying as related parties)

The consolidated financial statements of CGIS Group (No 3) Limited, within which this company is included, can be obtained from 10 Upper Berkeley Street, London W1H 7PE

FRS 25 "Financial Instruments: disclosure and presentation"

Where the contractual obligations (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses are included in the profit and loss account. Accordingly, non equity share capital in accordance with FRS 25 is shown as financial liabilities. Dividends payable on this share capital are classified as finance costs and is shown in interest payable and similar charges

C.G.I.S. Littlehampton Limited
Notes to the Accounts
for the year ended 30 June 2011

2 Turnover

Turnover, which is stated net of value added tax, includes rent receivable, service charge and other recoveries from tenants of its investment property within the United Kingdom

3 Staff numbers and costs

Other than the directors, the company employed no staff during the year (2010 Nil) None of the directors received any remuneration (2010 Nil)

4 Auditors' remuneration

The auditors' remuneration has been borne by its intermediate parent company, CGIS Group (No 3) Limited

5 Interest payable	2011	2010
	£	£
Interest payable on loans from group undertakings	143,782	277,820
Other interest payable	-	1,483
Dividends on preference shares Paid 5 25p (2010 5 04p) per 1p share	10,715	10,272
	<u>154,497</u>	<u>289,575</u>

6 Taxation	2011	2010
	£	£
Tax on profit on ordinary activities		
Taxation based on profits for the year		
Current tax	-	-
	<u>-</u>	<u>-</u>
Total corporation tax and similar taxes	<u>-</u>	<u>-</u>

Current tax

The tax on the profit on ordinary activities has been reduced from the amount that would arise from applying the prevailing corporation tax rate to the company's profit as follows

	2011	2010
	£	£
Profit on ordinary activities before tax	<u>71,134</u>	<u>426,373</u>
UK corporation tax at 28% on profits before tax (2010 28%)	19,918	119,384
Expenses not deductible for tax purposes	(59,340)	-
Capital allowances	(26,264)	(13,196)
Tax losses to/(from) group companies	62,686	(109,064)
Preference dividends	3,000	2,876
	<u>-</u>	<u>-</u>
Corporation tax charge for the year	<u>-</u>	<u>-</u>

C.G.I.S. Littlehampton Limited
Notes to the Accounts
for the year ended 30 June 2011

7 Investment property

		Freehold land and buildings £
Valuation		
At 1 July 2010		7,300,000
Disposals		<u>(7,300,000)</u>
At 30 June 2011		<u>-</u>
Net book value		
At 30 June 2011		<u>-</u>
At 30 June 2010		<u>7,300,000</u>
The cost of properties included above at valuation is	2011	2010
	£	£
Freehold investment properties	<u>-</u>	<u>7,398,000</u>
The freehold property was sold to a third party on 2 July 2010 for £7,600,000		

8 Investments

	Investments in subsidiary undertakings £
Cost	
At 1 July 2010	2
Disposals	<u>(2)</u>
At 30 June 2011	<u>-</u>

The subsidiary undertakings, Hawthorne Road Nominee (No 1) Limited and Hawthorne Road Nominee (No 2) Limited, were dissolved during the year following the sale of the freehold property

C.G.I.S. Littlehampton Limited
Notes to the Accounts
for the year ended 30 June 2011

9 Debtors	2011	2010
	£	£
Amounts owed by group undertakings	10,663,488	10,045,733
Other debtors	5,257	3,265
	<u>10,668,745</u>	<u>10,048,998</u>

Interest on intercompany loans is charged annually in arrears at bank base rate plus 1.5%. However, where this would result in a loss arising in the subsidiary company's accounts, the amount of interest charged is constrained to the funds available in that subsidiary company, such that neither a gain nor a loss arises in its accounts before interest and dividends.

10 Creditors amounts falling due within one year	2011	2010
	£	£
Trade creditors	-	21,010
Amounts owed to group undertakings	8,997,021	15,548,312
Other taxes and social security costs	-	32,491
Accruals and deferred income	27,848	174,445
	<u>9,024,869</u>	<u>15,776,258</u>

Interest on intercompany loans is charged annually in arrears at bank base rate plus 1.5%. However, where this would result in a loss arising in the subsidiary company's accounts, the amount of interest charged is constrained to the funds available in that subsidiary company, such that neither a gain nor a loss arises in its accounts before interest and dividends.

11 Creditors: amounts falling due after one year	2011	2010
	£	£
Preference shares of 1p each	2,040	2,040
Share premium on preference shares	205,213	205,213
	<u>207,253</u>	<u>207,253</u>

12 Share capital	Nominal value	2011 Number	2011 £	2010 £
Allotted, called up and fully paid				
Ordinary shares	£1 each	1	1	1
Preference shares	1p each	203,977	2,040	2,040
			<u>2,041</u>	<u>2,041</u>

The irredeemable preference shares rank *pari passu* with the ordinary shares except for the following. The preference shares have the right to receive a cumulative preferential dividend, priority on the assets of the company on winding up and have no voting rights.

C.G.I.S. Littlehampton Limited
Notes to the Accounts
for the year ended 30 June 2011

13 Revaluation reserve	2011
	£
At 1 July 2010	(98,000)
Transfer to profit and loss account reserve	98,000
	<hr/>
At 30 June 2011	-

14 Profit and loss account	2011
	£
At 1 July 2010	1,463,488
Profit for the financial year	71,134
Transfer from revaluation reserve	(98,000)
	<hr/>
At 30 June 2011	1,436,622

15 Reconciliation of movement in shareholders' funds	2011	2010
	£	£
At 1 July	1,365,489	939,116
Profit for the financial year	71,134	426,373
Transfer from revaluation reserve	(98,000)	-
	<hr/>	<hr/>
At 30 June	1,338,623	1,365,489

16 Contingent liabilities

The financing arrangements adopted by the company have been the subject of enquiries of HM Revenue & Customs. These enquiries have now been completed and the level of taxable profits of the company for the years ended 30 June 2003 to 2004 is disputed. The amount of corporation tax and interest on overdue tax payable by the group should HM Revenue & Customs be successful in their contentions is expected to be £410,768 at 30 June 2011. The directors have taken advice on this matter and consider that no liability should arise.

17 Ultimate controlling parties

The immediate holding company is HDL Debenture Limited and the ultimate parent company is CGIS Group (No. 3) Limited. Both of these companies are incorporated in England and Wales.

The company is ultimately controlled by the directors.