

Punchy Properties Limited

Registered number 04345948

Directors' report and financial statements

For the year ended 31 March 2013

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COMPANIES HOUSE

PUNCHY PROPERTIES LIMITED

COMPANY INFORMATION

Directors	A Lowe F I Secretaries Limited
Company secretary	F I Secretaries Limited
Registered number	04345948
Registered office	7-9 Swallow Street London United Kingdom W1B 4DE
Independent auditors	Mazars LLP Chartered Accountants & Statutory Auditor The Pinnacle 160 Midsummer Boulevard Milton Keynes MK9 1FF

PUNCHY PROPERTIES LIMITED

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PUNCHY PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report and the financial statements for the year ended 31 March 2013

Principal activities

The principal activity of the company is the managing of freehold ground rent investments

Results and dividends

The profit for the year, after taxation, amounted to £1,197,000 (2012 - £42,000)

On 29 June 2012 the company made a dividend in specie of £1,086,000 to its immediate parent undertaking

Directors

The directors who served during the year and to the date of this report were

A J Martin (resigned 2 April 2013)
A L Hardman (resigned 2 April 2013)
C F Merrien (resigned 2 April 2013)
A Lowe (appointed 2 April 2013)
F I Secretaries Limited (appointed 2 April 2013)

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 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 period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

PUNCHY PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2013

Break up basis

The directors have commenced a members voluntary liquidation process during the financial year with the company's assets having been beneficially transferred to its immediate parent undertaking by way of interim dividend in specie. Therefore it is anticipated the company will no longer be in existence 12 months from the date of the audit report.

Based upon this, the directors believe that it is appropriate for the financial statements to be prepared on a break up basis.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 13 December 2013 and signed on its behalf



A Lowe
Director

PUNCHY PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PUNCHY PROPERTIES LIMITED

We have audited the financial statements of Punchy Properties Limited for the year ended 31 March 2013 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 the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter - break up basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern.

The directors of Punchy Properties Limited have commenced a members voluntary liquidation process during the financial year. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements have been prepared on a break up basis and include adjustments that result from the company being unable to continue as a going concern.

Opinion on the 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.

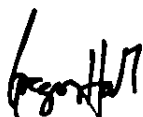
PUNCHY PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PUNCHY PROPERTIES LIMITED

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 the financial statements and the Directors' Report in accordance with the small companies' regime



Gregory Hall (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

The Pinnacle
160 Midsummer Boulevard
Milton Keynes
MK9 1FF

Date 13 December 2013

PUNCHY PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

	Note	2013 £000	2012 £000
Turnover	2	25	147
Administrative expenses		(9)	(31)
Operating profit	3	16	116
Exceptional items			
Waiver of amounts owed to group undertakings	4	1,214	-
Amounts novated to parent undertaking	4	(37)	-
Profit on ordinary activities before interest		1,193	116
Reversal of impairment/(impairment) of investment properties		8	(24)
Interest payable and similar charges	5	(4)	(50)
Profit on ordinary activities before taxation		1,197	42
Tax on profit on ordinary activities	7	-	-
Profit for the financial year		1,197	42

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

The company's turnover and expenses all relate to discontinued operations

PUNCHY PROPERTIES LIMITED

Registered number 04345948

BALANCE SHEET

AS AT 31 MARCH 2013

	Note	£000	2013 £000	2012 £000
Current assets				
Investment properties	9	-	1,078	
Debtors	10	10	42	
		<u>10</u>	<u>1,120</u>	
Creditors amounts falling due within one year	11	-	(1,231)	
Net current assets/(liabilities)			10	(111)
Net assets/(liabilities)			<u>10</u>	<u>(111)</u>
Capital and reserves				
Called up share capital	12	-	-	-
Profit and loss account	13		10	(111)
Shareholders' funds/(deficit)	14		<u>10</u>	<u>(111)</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

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

13 December 2013.



A Lowe
Director

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

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

1 Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.2 Break up basis

The directors have commenced a members voluntary liquidation process during the financial year with the company's assets having been beneficially transferred to its immediate parent undertaking by way of interim dividend in specie. Therefore it is anticipated the company will no longer be in existence 12 months from the date of the audit report.

Based upon this, the directors believe that it is appropriate for the financial statements to be prepared on a break up basis.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Rental income

Rental income is accounted for on an accruals basis. Discounts negotiated in respect of the rentals purchased are recognised as income on acquisition of the related freehold producing ground rents. Lease extension income is recognised on receipt.

1.5 Investment Properties

Investment properties consist of freehold interest in properties providing ground rents and are included in the financial statements each year on the basis of an open market valuation provided by an independent external valuer. Direct expenses incurred in the acquisition of these freehold investment properties are treated as part of the cost of the properties.

No depreciation is provided in respect of the investment properties. This treatment is in accordance with SSAP 19 'Investment Properties' but is a departure from the requirements of the Companies Act 2006 concerning the depreciation of fixed assets. However the properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy is therefore necessary for the financial statements to give a true and fair view.

In the prior year the investment properties were reclassified to current assets, and during the financial year the investment properties have been distributed to the immediate parent undertaking as a dividend in specie.

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

1. Accounting Policies (continued)

1.6 Deferred taxation

Deferred tax is provided in respect of the tax effect of all timing differences that have originated but not reversed at the balance sheet date

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted

Deferred tax is measured on a non-discounted basis at the average tax rates that are expected to apply in the periods in which the timing differences are expected to be reversed, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date

2 Turnover

	2013 £000	2012 £000
Rental income	16	61
Lease extension income	9	86
Total	<u>25</u>	<u>147</u>

The turnover is attributable to the principal activity of the managing of freehold ground rent investments
The company operates in the UK and the whole of its turnover is to the UK market

3 Operating profit

The operating profit is stated after charging

	2013 £000	2012 £000
Auditors' remuneration	3	3
Auditors' remuneration - non-audit	-	4

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

4. Exceptional items

	2013 £000	2012 £000
Waiver of amounts owed to parent undertaking	1,200	-
Waiver of amounts owed to group undertaking	14	-
Amounts novated to parent undertaking	(37)	-
	<u>1,177</u>	<u>-</u>

Waiver of amounts owed to parent undertaking

On 4 May 2012, Finalbrief Limited, the immediate parent undertaking, waived the outstanding loan balance owed to it by the company

Waiver of amounts owed to group undertaking

On 29 June 2012, Reverter Plus Limited, a subsidiary of Finalbrief Limited, waived the outstanding loan balance owed to it by the company

Amounts novated to parent undertaking

The debtors and creditors as at 29 June 2012 have been novated to the immediate parent undertaking

5 Interest payable

	2013 £000	2012 £000
Interest on loan from parent company	<u>4</u>	<u>50</u>

6. Directors' emoluments

No emoluments were paid to directors during the year (2012 £nil)

There were no employees during the year other than the directors (2012 nil)

7 Taxation

	2013 £000	2012 £000
UK corporation tax charge on profit for the year	<u>-</u>	<u>-</u>

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

7 Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 24% (2012 - 26%). The differences are explained below

	2013 £000	2012 £000
Profit on ordinary activities before tax	1,197	42
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 26%)	287	11
Effects of		
Leasehold extensions not subject to Corporation Tax	-	(19)
Capital gains (leasehold and freehold)	10	26
Non-taxable income less expenses not deductible for tax purposes, other than goodwill and impairment	(281)	-
Effect of impairment/(reversal) of impairment	-	6
Losses brought forward realised	(16)	(24)
Current tax charge for the year (see note above)	-	-

8. Deferred taxation

At 31 March 2013 a potential deferred tax asset of £nil (2012 £16,000) exists in respect of losses. The directors have not recognised this asset in accordance with the company's accounting policies.

At 31 March 2013 a potential deferred tax liability of £nil (2012 £9,000) exists in respect of the unrealised gain on investment properties. This has not been recognised in these financial statements in accordance with FRS 19 'Deferred Tax'.

There is no provision for deferred taxation in the current or prior year.

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

9 Investment properties

	Freehold investment property £000
Valuation	
At 1 April 2012	1,078
Reversal of impairment	8
Dividend in specie	(1,086)
	<hr/>
At 31 March 2013	-
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In the year the investment properties have been distributed to the immediate parent undertaking via a dividend in specie

The historical cost of the investment properties is £nil (2012 £1,117,000)

Impairments totalling £31,000 (2012 £39,000) have historically been taken to the profit and loss account

10 Debtors

	2013 £000	2012 £000
Rental income receivable	-	8
Amounts owed by group undertakings	10	-
Prepayments and other debtors	-	34
	<hr/>	<hr/>
	10	42
	<hr/> <hr/>	<hr/> <hr/>

11 Creditors: Amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to parent undertakings	-	1,175
Accruals and other creditors	-	14
Deferred income	-	42
	<hr/>	<hr/>
	-	1,231
	<hr/> <hr/>	<hr/> <hr/>

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

12 Share capital

	2013 £000	2012 £000
Allotted, called up and fully paid		
1 Ordinary share of £1	-	-

13. Reserves

	Profit and loss account £000
At 1 April 2012	(111)
Profit for the financial year	1,197
Dividend in specie	(1,086)
Capital contribution	10
At 31 March 2013	10

The capital contribution had been made by the immediate parent undertaking

14. Reconciliation of movement in shareholders' funds

	2013 £000	2012 £000
Opening shareholders' deficit	(111)	(153)
Profit for the financial year	1,197	42
Dividends (Note 15)	(1,086)	-
Capital contribution	10	-
Closing shareholders' funds/(deficit)	10	(111)

15. Dividends

	2013 £000	2012 £000
Dividend in specie	1,086	-

On 29 June 2012 the company distributed the investment properties to its immediate parent undertaking

16. Contingent liabilities

The company has no commitments or contingent liabilities at the year end (2012 £nil)

PUNCHY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

17 Related party transactions

The company has taken advantage of the exemption available under FRS 8 not to disclose transactions with Finalbrief Limited and its subsidiaries as it is a wholly owned subsidiary undertaking

18. Ultimate parent undertaking and controlling party

The company's ultimate parent undertaking and controlling party changed immediately following the period from The Freehold Income Trust, which is a UK Trust governed by English law to Freehold Income Authorised Fund, a UK open ended investment company, on 3 April 2013

The immediate parent company is Finalbrief Limited, a company registered in England and Wales. The consolidated financial statements of Finalbrief Limited and its subsidiaries are filed at Companies House

19 Guarantee on bank loan

On 18 August 2011, The Freehold Income Trust, the ultimate controlling party, entered into a new revolving loan facility with Royal Bank of Scotland which is secured by a first legal charge over all property held by Crosspite Limited and other directly and indirectly owned subsidiaries of the Trust. The credit facility is due to expire on 18 August 2016. Mortgage interest is charged at a rate of 2% above LIBOR plus the MLA rate (currently approximately 0.008%)

An amendment to this guarantee was made on 3 April 2013, following the change in controlling party