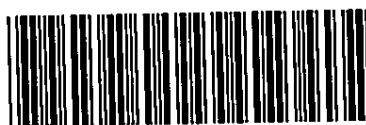


COMPANY REGISTRATION NUMBER 04410204

TOPLAND TRAFFORD PARK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2012

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TOPLAND TRAFFORD PARK LIMITED

Financial statements

Year ended 31 May 2012

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TOPLAND TRAFFORD PARK LIMITED

Officers and professional advisers

The board of directors

E Zakay
C E Bush
C F Moharm

Company secretary

C F Moharm

Registered office

55 Baker Street,
London,
W1U 7EU

Auditor

BDO LLP
Chartered Accountants
& Statutory Auditor
55 Baker Street
London
W1U 7EU

Bankers

Barclays Bank Plc
Pall Mall Corporate Group
50 Pall Mall
London
SW1A 1QA

TOPLAND TRAFFORD PARK LIMITED

The directors' report

Year ended 31 May 2012

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 May 2012

Principal activities and business review

The company's principal activity is that of property investment

Both the level of investment and year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future

Directors

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

E Zakay
C E Bush
C F Moharm

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 period. In preparing those 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;
- 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

Auditor

The company has dispensed with the obligation to appoint auditors annually. BDO LLP have expressed their willingness to continue in office.

TOPLAND TRAFFORD PARK LIMITED

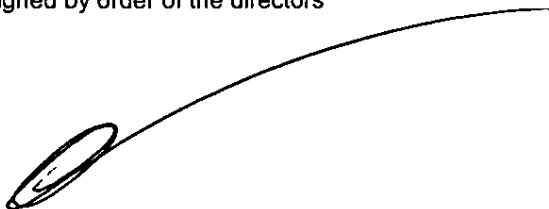
The directors' report (*continued*)

Year ended 31 May 2012

Small company provisions

In preparing this director's report advantage has been taken of the small companies' exemption

Signed by order of the directors

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a long, sweeping horizontal stroke that curves upwards at the end.

C F Moharm
Company Secretary

Approved by the directors on 10 October 2012

TOPLAND TRAFFORD PARK LIMITED

Independent auditor's report

Year ended 31 May 2012

We have audited the financial statements of Topland Trafford Park Limited for the year ended 31 May 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).

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 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 auditor

As explained more fully in the statement of directors' responsibilities, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 31 May 2012 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 financial statements are prepared is consistent with the financial statements.

TOPLAND TRAFFORD PARK LIMITED

Independent auditor's report *(continued)*

Year ended 31 May 2012

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 directors' report in accordance with the small companies regime

 BDO LLP

Geraint Jones (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London
10 October 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

TOPLAND TRAFFORD PARK LIMITED

Profit and loss account

Year ended 31 May 2012

	Note	2012 £	2011 £
Turnover	2	1,741,486	1,690,763
Administrative expenses		<u>(3,034)</u>	<u>(3,088)</u>
Operating profit	3	1,738,452	1,687,675
Interest payable and similar charges	6	(1,215,049)	(1,234,800)
Profit on ordinary activities before taxation		523,403	452,875
Tax on profit on ordinary activities	7	(40,622)	36,433
Profit for the financial year		<u>482,781</u>	<u>489,308</u>

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 13 form part of these financial statements

TOPLAND TRAFFORD PARK LIMITED

Balance sheet

As at 31 May 2012

	Note	2012 £	£	2011 £	£
Fixed assets					
Tangible assets	8		28,184,000		28,184,000
Current assets					
Debtors due within one year	9	882,134		719,020	
Debtors due after one year	9	7,000,000		7,000,000	
		<u>7,882,134</u>		<u>7,719,020</u>	
Creditors: Amounts falling due within one year	10	<u>(786,655)</u>		<u>(762,257)</u>	
Net current assets			<u>7,095,479</u>		<u>6,956,763</u>
Total assets less current liabilities			35,279,479		35,140,763
Creditors: Amounts falling due after more than one year	11		(21,270,162)		(21,654,849)
Provisions for liabilities					
Deferred taxation	12		<u>(673,710)</u>		<u>(633,088)</u>
Net assets			<u>13,335,607</u>		<u>12,852,826</u>
Capital and reserves					
Called-up share capital	14		1,288,043		1,288,043
Revaluation reserve	15		10,664,981		10,664,981
Profit and loss account	15		1,382,583		899,802
Shareholders' funds	16		<u>13,335,607</u>		<u>12,852,826</u>

These financial statements were approved by the directors and authorised for issue on 10 October 2012, and are signed on their behalf by


E Zakay
Director

Company Registration Number 04410204

The notes on pages 8 to 13 form part of these financial statements.

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment properties, subject to the departures referred to below

In order to show a true and fair view the company's accounting policy in respect of investment properties departs from the requirements of the Companies Act 2006. Details of this departure are given below

The following principal accounting policies have been applied

Cash flow statement

The company has taken advantage of the exemption conferred by the Financial Reporting Standard 1 "Cash Flow Statements (revised 1996)" not to prepare a cash flow statement on the grounds that it is a small company as defined by the Companies Act 2006

Turnover

Turnover represents net rental and related income receivable less value added tax

Fixed assets

The cost of tangible fixed assets is their purchase cost together with any incidental cost of acquisition

Investment properties

In accordance with Statement of Standard Accounting Practice 19, investment properties are revalued annually to open market value and no depreciation is provided. The directors consider that this accounting policy results in the financial statements giving a true and fair view. The effect of this departure from the Companies Act 2006 has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

The aggregate surplus or deficit arising on revaluation is transferred to the revaluation reserve except where a deficit is deemed to represent a permanent diminution in value in which case it is charged to the profit and loss account.

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement, and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are discounted.

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

1. Accounting policies *(continued)*

Lessor incentives

Lessor incentives include rent free periods and other incentives given to lessees on entering into lease agreements

Lessor incentives to new tenants to occupy the company's investment properties are treated as revenue expenditure and initially recorded as prepayments. The payments are then charged to the profit and loss account evenly over the period to the earlier of the first rent review to the prevailing market rent and the lease end date. Where lessor incentives relate to investment properties the properties are carried at open market value less the amount of the unamortised incentive.

Financial liabilities and equity

Financial liabilities and equity are classified according to substance of the financial instruments contractual obligations rather than the financial instruments legal term.

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom.

3 Operating profit

Operating profit is stated after charging

	2012 £	2011 £
Auditor's remuneration		
- audit	1,448	1,353
- tax compliance services	<u>1,586</u>	<u>1,735</u>

4. Particulars of employees

There were no persons employed by the company in the year (2011: nil)

5 Directors

No director received any emoluments during the year (2011: £nil)

6. Interest payable and similar charges

	2012 £	2011 £
Interest payable on bank borrowing	<u>1,215,049</u>	<u>1,234,800</u>

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

7. Taxation on ordinary activities

Analysis of charge in the year

	2012 £	2011 £
Deferred tax		
Origination and reversal of timing differences	<u>40,622</u>	<u>(36,433)</u>

No taxation charge arises on the profit for the year

Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 25.67% (2011 - 27.67%)

	2012 £	2011 £
Profit on ordinary activities before taxation	<u>523,403</u>	<u>452,875</u>
Profit on ordinary activities by rate of tax	134,340	125,291
Capital allowances for period in excess of depreciation	(21,119)	(47,482)
Group relief	(313,436)	(289,659)
Transfer pricing adjustments	<u>200,215</u>	<u>211,850</u>
Total current tax	<u>-</u>	<u>-</u>

8. Tangible fixed assets

	Investment properties freehold land and buildings £
Cost or valuation	
At 1 June 2011 and 31 May 2012	<u>28,184,000</u>

The investment property was valued as at 31 May 2012 by the directors on an open market basis. Selling costs have not been deducted because there is no intention to sell the property.

The historical cost of the property is £17,519,019 (2011 £17,519,019)

9. Debtors

	2012 £	2011 £
Amounts due from group undertakings	<u>7,882,134</u>	<u>7,719,020</u>

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

9. Debtors (continued)

The debtors above include the following amounts falling due after more than one year

	2012 £	2011 £
Amounts owed by group undertakings	<u>7,000,000</u>	<u>7,000,000</u>

The loan owed by group undertaking bears no interest and is repayable in February 2014 as a lump sum

10 Creditors. Amounts falling due within one year

	2012 £	2011 £
Bank loans	384,688	363,997
Other taxation	99,636	95,911
Accruals and deferred income	<u>302,331</u>	<u>302,349</u>
	<u>786,655</u>	<u>762,257</u>

11. Creditors Amounts falling due after more than one year

	2012 £	2011 £
Bank loans	<u>21,270,162</u>	<u>21,654,849</u>

The loan is secured by a first legal mortgage over the investment property and a floating charge over the assets and undertakings of the company. Additionally the lender has legal assignment over the rental income of the property.

The loan is repayable in instalments and £16,509,788 is repayable in 2031 as a lump sum. Interest is payable at 5.57% per annum.

	2012 £	2011 £
Maturity of debt		
In one year or less, or on demand	<u>384,687</u>	<u>363,997</u>
Between one and two years	406,554	384,687
Between two and five years	754,570	995,443
After more than five years	<u>20,109,038</u>	<u>20,274,719</u>
	<u>21,270,162</u>	<u>21,654,849</u>

12 Deferred taxation

The movement in the deferred taxation provision during the year was

	2012 £	2011 £
Provision brought forward	633,088	669,521
Profit and loss account movement arising during the year	<u>40,622</u>	<u>(36,433)</u>
Provision carried forward	<u>673,710</u>	<u>633,088</u>

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

12. Deferred taxation (continued)

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2012 £	2011 £
Excess of taxation allowances over depreciation on fixed assets	1,226,094	1,306,875
Undiscounted provision for deferred taxation	1,226,094	1,306,875
Discount	(552,384)	(673,787)
Discounted provision for deferred taxation	<u>673,710</u>	<u>633,088</u>

No provision has been made for the potential tax liability of £1,781,149 (2011 £1,714,836) which would arise if the investment property was sold at its revalued amount

13. Related party transactions

At the year end, an amount of £882,134 (2011 £719,020) was due from Berkley Estates London Limited and an amount of £7,000,000 (2011 £7,000,000) was due from Fairland Limited, both fellow subsidiaries

14. Share capital

Authorised share capital

	2012 £	2011 £
1,000 Ordinary shares of £1 each	1,000	1,000
1,300,000 Voting redeemable preference shares of £1 each	1,300,000	1,300,000
	<u>1,301,000</u>	<u>1,301,000</u>

Allotted, called up and fully paid

	2012		2011	
	No	£	No	£
1,000 Ordinary shares of £1 each	1,000	1,000	1,000	1,000
1,287,043 Voting redeemable preference shares of £1 each	<u>1,287,043</u>	<u>1,287,043</u>	<u>1,287,043</u>	<u>1,287,043</u>
	<u>1,288,043</u>	<u>1,288,043</u>	<u>1,288,043</u>	<u>1,288,043</u>

TOPLAND TRAFFORD PARK LIMITED

Notes forming part of the financial statements

Year ended 31 May 2012

15. Reserves

	Revaluation reserve	Profit and loss account
	£	£
Balance brought forward	10,664,981	899,802
Profit for the year	—	482,781
Balance carried forward	<u>10,664,981</u>	<u>1,382,583</u>

16 Reconciliation of movements in shareholders' funds

	2012	2011
	£	£
Profit for the financial year	482,781	489,308
Opening shareholders' funds	<u>12,852,826</u>	<u>12,363,518</u>
Closing shareholders' funds	<u>13,335,607</u>	<u>12,852,826</u>

17. Ultimate parent company

The largest group in which the results of the company are consolidated is that headed by Topland Group Holdings Limited, a company incorporated in the British Virgin Islands

The immediate parent company is Topland Group Holdings Limited

The ultimate parent company and controlling party is Topland Group Holdings International Limited, a company incorporated in the British Virgin Islands