

Miller Gadsby (Castle Marina) Limited

Directors' Report and Financial Statements

31 December 2008

Registered number 4416753

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Directors' Report

The directors have pleasure in presenting their report and audited financial statement for the year ended 31 December 2008.

Principal activity

The principal activity of the company is that of residential property development.

Results and dividends

The result for the year is set out in the profit and loss account. A dividend of £440,000 was paid in the year (2007: £nil).

Directors

The directors who held office during the financial year were:

Peter J Gadsby
Christopher J Endsor
Andrew J Noton
Michael H Brayshaw
Martyn J Cabbage

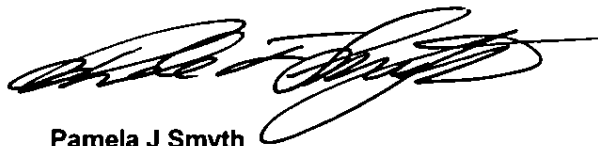
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



Pamela J Smyth
Secretary

15 July 2009

Statement of 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 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 financial statements; and
- 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 proper accounting records that 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 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent Auditors' Report to the Members of Miller Gadsby (Castle Marina) Limited

We have audited the financial statements of Miller Gadsby (Castle Marina) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Director's Report is consistent with the financial statements. In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

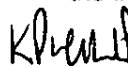
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statement gives a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the then year ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.


KPMG LLP
Chartered Accountants
Registered Auditor
Edinburgh

14 September 2009

Profit and Loss Account

For the year ended 31 December 2008

	Note	2008 £	2007 £
Turnover		168,271	13,428
Cost of sales		75,000	(1,942)
Gross profit		243,271	11,486
Administrative expenses		-	-
Operating profit		243,271	11,486
Interest receivable and similar income	4	27,173	19,128
Profit on ordinary activities before taxation		270,444	30,614
Tax on profit on ordinary activities	5	(77,077)	(9,184)
Profit for the financial year	10	193,367	21,430

Other than the profit for the year there are no recognised gains or losses.

The notes on pages 6 to 9 form part of these financial statements.

Balance Sheet

As at 31 December 2008

	Note	2008 £	2007 £
Current assets			
Debtors	7	31,449	107,869
Cash at bank		355,059	607,234
		<u>386,508</u>	<u>715,103</u>
Creditors: amounts falling due within one year	8	(357,513)	(439,475)
Net assets		<u>28,995</u>	<u>275,628</u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Profit and loss account	10	27,995	274,628
Shareholders' funds	11	<u>28,995</u>	<u>275,628</u>

These financial statements were approved by the board of directors on 15 July 2009 and were signed on its behalf by:



Peter J Gadsby
 Director



Christopher J Endors
 Director

The notes on pages 6 to 9 form part of these financial statements.

Notes *(Forming part of the financial statements)*

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.

Basis of Accounting

The accounts are prepared under the historical cost basis of accounting and in accordance with applicable accounting standards.

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is entitled to the filing exemptions as a small company under sections 246 to 249 of the Companies Act 1985 when filing accounts with the Registrar of Companies.

Taxation

The charge for taxation is based on the results for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Full provision without discounting is made for all timing differences which have arisen but not reversed at the balance sheet date except as otherwise provided by FRS 19.

Turnover

Turnover represents the invoiced value of sales and other services provided to third parties during the period, exclusive of value added tax.

Development work in progress

Development work in progress has been valued at cost plus attributable overheads or net realisable value if lower.

Dividend on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

2. Staff numbers and costs

The company has no employees. The directors did not receive any remuneration from the company during the year.

3. Auditors' remuneration

	2008	2007
	£	£
Auditors' remuneration	375	840
	<hr/>	<hr/>

Notes (continued)

4. Interest receivable and similar income

	2008 £	2007 £
Bank interest receivable	27,173	19,128
	<u>27,173</u>	<u>19,128</u>

5. Tax on ordinary activities

	2008 £	2007 £
Analysis charge for the year		
UK Corporation tax:		
Current tax on income for the year	77,077	9,184
	<u>77,077</u>	<u>9,184</u>
Tax on profit on ordinary activities	77,077	9,184
	<u>77,077</u>	<u>9,184</u>

Factors affecting tax charge for year

The current tax charge for the year is equal to (2007: equal to) the standard rate of corporation tax in the UK 28.5% (2007: 30%). The difference is explained below:

	2008 £	2007 £
Current tax reconciliation		
Profit on ordinary activities before tax	270,444	30,614
Current tax at 28.5% (2007: 30%)	77,077	9,184
<i>Effect of:</i>		
Corporation tax on transfer pricing adjustment (note 12)	-	115,665
Reimbursement from shareholders	-	(115,665)
	<u>77,077</u>	<u>9,184</u>
Total current tax charge (see above)	77,077	9,184
	<u>77,077</u>	<u>9,184</u>

6. Dividend

	2008 £	2007 £
Interim dividend paid	440,000	-
	<u>440,000</u>	<u>-</u>

Notes (continued)

7. Debtors

	2008 £	2007 £
Corporation tax recoverable	30,682	106,481
Other debtors	767	1,388
	<u>31,449</u>	<u>107,869</u>

8. Creditors: amounts falling due within one year

	2008 £	2007 £
Amounts due to parent undertakings	327,073	327,073
Accruals and deferred income	30,440	112,402
	<u>357,513</u>	<u>439,475</u>

9. Called up share capital

	2008 £	2007 £
<i>Authorised, allotted, called up & fully paid:</i>		
500 A ordinary shares of £1 each	500	500
500 B ordinary shares of £1 each	500	500
	<u>1,000</u>	<u>1,000</u>

The A&B shares have equal voting rights and rank pari passu as set out in the articles of the company.

10. Profit and loss account

	£
At 31 December 2007	274,628
Profit for the year	193,367
Dividend paid (note 6)	(440,000)
	<u>27,995</u>
At 31 December 2008	<u>27,995</u>

Notes (continued)

11. Reconciliation of movement in shareholders' funds

	2008 £	2007 £
Profit for the year	193,367	21,430
Dividend paid (note 6)	(440,000)	-
Shareholders' funds at start of year	275,628	254,198
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Shareholders' funds at end of year	28,995	275,628
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12. Related party disclosures

The company is controlled jointly by Miller Homes Holdings Limited and Ark Capital Limited.

Where amounts payable to shareholders are not at market value, the shareholders reimburse/ receive payment from the company for an amount equivalent to the difference.

During the year the company paid construction and development costs of £5,092 (2007: £94,425) to Miller Homes Limited, a subsidiary of Miller Homes Holdings Limited. At the year end £325,794 (2007: £325,794) was owed to The Miller Group Limited and £1,279 (2007: £1,279) to PJ Gadsby.