

Registered number. 4668825

**BASEPOINT DEVELOPMENTS LTD**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 March 2007**



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**BASEPOINT DEVELOPMENTS LTD**

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**COMPANY INFORMATION**

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**DIRECTORS**

R J Cleaver (resigned 04/07/06)  
T D Boakes  
P A Stansfield  
G N Smith (resigned 12/3/07)

**SECRETARY**

T D Boakes

**COMPANY NUMBER**

4668825

**REGISTERED OFFICE**

9 Charlecote Mews  
Staple Gardens  
Winchester  
Hampshire  
SO23 8SR

**AUDITORS**

Horwath Clark Whitehill LLP  
Chartered Accountants & Registered Auditors  
Aquis House  
49-51 Blagrove Street  
Reading  
Berkshire  
RG1 1PL

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**BASEPOINT DEVELOPMENTS LTD**

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## **BASEPOINT DEVELOPMENTS LTD**

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### **DIRECTORS' REPORT For the year ended 31 March 2007**

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The directors present their report and the financial statements for the year ended 31 March 2007

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the annual 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). 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,
- 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 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.

So far as each of the directors is aware at the time the report is approved

- there is no relevant audit information of which the company's auditors are 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 auditors are aware of that information.

#### **PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The principal activity of the company in the period under review was that of developing managed business enterprise centres (MBEC).

The results for the period and financial position of the company are as shown in the annexed financial statements.

The directors did not hold any beneficial interest in the company's issued share capital and no right to subscribe for shares or debentures in the company was granted to, or exercised by, any of the directors during the year.

#### **RESULTS**

The loss for the year, after taxation, amounted to £38,966 (2006 - Profit £209,787).

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**BASEPOINT DEVELOPMENTS LTD**

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**DIRECTORS' REPORT**  
**For the year ended 31 March 2007**

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**DIRECTORS**

The directors who served during the year were

R J Cleaver (resigned 04/07/06)

T D Boakes

P A Stansfield

G N Smith (resigned 12/3/07)

The directors did not hold any beneficial interest in the company's issued share capital and no right to subscribe for shares or debentures in the company was granted to, or exercised by, any of the directors during the year

**AUDITORS**

The auditors, Horwath Clark Whitehill LLP, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985

This report was approved by the board on 8 August 2007 and signed on its behalf



**T D Boakes**  
Secretary

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## **BASEPOINT DEVELOPMENTS LTD**

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### **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BASEPOINT DEVELOPMENTS LTD**

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We have audited the financial statements of Basepoint Developments Ltd for the year ended 31 March 2007 set out on pages 5 to 11. These financial statements have been prepared in accordance with 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 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**

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

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 Directors' 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.

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**BASEPOINT DEVELOPMENTS LTD**

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**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BASEPOINT DEVELOPMENTS LTD**

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**OPINION**

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its loss for the year then 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

*Horwath Clark Whitehill LLP.*

**HORWATH CLARK WHITEHILL LLP**

Chartered Accountants  
Registered Auditors

Aquis House  
49-51 Blagrove Street  
Reading  
Berkshire  
RG1 1PL

Date *13 August 2007*

**BASEPOINT DEVELOPMENTS LTD**

**PROFIT AND LOSS ACCOUNT**  
For the year ended 31 March 2007

		12 month period ending 31 March 2007 £	13 month period ending 31 March 2006 £
	Note		
<b>TURNOVER</b>	2	303,958	527,944
Administrative expenses		(339,696)	(315,787)
<b>OPERATING (LOSS)/PROFIT</b>	3	(35,738)	212,157
Interest receivable		235	411
Interest payable	6	(3,463)	(6,581)
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(38,966)	205,987
Tax on (loss)/profit on ordinary activities	7	-	3,800
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>	13	(38,966)	209,787

All amounts relate to continuing operations

There were no recognised gains and losses for 2007 or 2006 other than those included in the profit and loss account

The notes on pages 7 to 11 form part of these financial statements



**BASEPOINT DEVELOPMENTS LTD**

**BALANCE SHEET**  
As at 31 March 2007

	Note	£	2007 £	£	2006 £
<b>CURRENT ASSETS</b>					
Stocks	8	31,368		104,798	
Debtors	9	7,288,469		3,793,557	
Cash at bank		20,774		-	
		<u>7,340,611</u>		<u>3,898,355</u>	
<b>CREDITORS</b> amounts falling due within one year	10	<u>(620,855)</u>		<u>(3,536,726)</u>	
<b>NET CURRENT ASSETS</b>			<u>6,719,756</u>		<u>361,629</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>6,719,756</u>		<u>361,629</u>
<b>CREDITORS</b> amounts falling due after more than one year	11		<u>(6,397,093)</u>		<u>-</u>
<b>NET ASSETS</b>			<u><u>322,663</u></u>		<u><u>361,629</u></u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		1		1
Profit and loss account	13		<u>322,662</u>		<u>361,628</u>
<b>SHAREHOLDERS' FUNDS</b>	14		<u><u>322,663</u></u>		<u><u>361,629</u></u>

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

8 August 2007



**T D Boakes**  
Director

The notes on pages 7 to 11 form part of these financial statements

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## **BASEPOINT DEVELOPMENTS LTD**

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### **NOTES TO THE FINANCIAL STATEMENTS** **For the year ended 31 March 2007**

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#### **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 applicable accounting standards

##### **1.2 STOCKS AND WORK IN PROGRESS**

Developments in progress at the year end are valued at cost

##### **1.3 DEFERRED TAXATION**

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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 differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

##### **1.4 LONG TERM CONTRACTS**

Contracts for the procurement or project management of enterprise centres are considered to be long term contracts. Turnover is determined by reference to the anticipated fee derived from the contract and is credited to turnover on a straight line basis from the commencement of the contract through to the projected date of practical completion. Operating profit includes attributable profit on long term contracts completed and amounts recoverable on contracts uncompleted. Procurement fees contingent on centres achieving target occupancy rates are not recognised until the target is met

##### **1.5 TURNOVER**

Turnover comprises net amounts derived from the provision of services, excluding value added tax

#### **2 TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the company

All turnover arose within the United Kingdom

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**BASEPOINT DEVELOPMENTS LTD**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 March 2007**

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**3 OPERATING (LOSS)/PROFIT**

The operating (loss)/profit is stated after charging

	<b>12 month period ending 31 March 2007 £</b>	<b>13 month period ending 31 March 2006 £</b>
Auditors' remuneration	<b>2,500</b>	<b>2,500</b>

**4 STAFF COSTS**

Staff costs, including directors' remuneration, were as follows

	<b>12 month period ending 31 March 2007 £</b>	<b>13 month period ending 31 March 2006 £</b>
Wages and salaries	-	(3,289)
Social security costs	-	(7,139)
	<b>-</b>	<b>(10,428)</b>

The average monthly number of employees, including the directors, during the year was as follows

	<b>12 month period ending 31 March 2007 No.</b>	<b>13 month period ending 31 March 2006 No</b>
Directors	<b>3</b>	<b>4</b>

**5 DIRECTORS' REMUNERATION**

	<b>12 month period ending 31 March 2007 £</b>	<b>13 month period ending 31 March 2006 £</b>
Emoluments	<b>-</b>	<b>(3,289)</b>

**BASEPOINT DEVELOPMENTS LTD**

**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended 31 March 2007

**6. INTEREST PAYABLE**

	12 month period ending 31 March 2007 £	13 month period ending 31 March 2006 £
On bank loans and overdrafts	3,463	6,581

**7 TAXATION**

	12 month period ending 31 March 2007 £	13 month period ending 31 March 2006 £
Adjustments in respect of prior periods	-	(3,800)

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below

	12 month period ending 31 March 2007 £	13 month period ending 31 March 2006 £
(Loss)/profit on ordinary activities before tax	(38,966)	205,987
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 - 30%)	(11,690)	61,796
<b>EFFECTS OF</b>		
Group relief surrendered	11,690	(61,796)
Adjustments to tax charge in respect of prior periods	-	(3,800)
<b>CURRENT TAX CHARGE/(CREDIT) FOR THE YEAR</b> (see note above)	-	(3,800)

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

There were no factors that may affect future tax charges

**8 STOCKS**

	2007 £	2006 £
Developments in progress	31,368	104,798

**BASEPOINT DEVELOPMENTS LTD**

**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended 31 March 2007

**9. DEBTORS**

	2007 £	2006 £
<b>DUE AFTER MORE THAN ONE YEAR</b>		
Amounts owed by group undertakings	7,142,209	-
<b>DUE WITHIN ONE YEAR</b>		
Trade debtors	-	222,404
Amounts owed by group undertakings	304	3,536,749
Other debtors	5,264	1,011
Prepayments and accrued income	140,692	33,393
	<u>7,288,469</u>	<u>3,793,557</u>

**10. CREDITORS  
AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2007 £	2006 £
Bank loans and overdrafts	-	154,291
Trade creditors	28,739	4,343
Amounts owed to group undertakings	-	3,287,393
Social security and other taxes	-	4,084
Accruals and deferred income	592,116	86,615
	<u>620,855</u>	<u>3,536,726</u>

**11 CREDITORS  
AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2007 £	2006 £
Amounts owed to group undertakings	<u>6,397,093</u>	<u>-</u>

**12 SHARE CAPITAL**

	2007 £	2006 £
<b>AUTHORISED</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>ALLOTTED, CALLED UP AND FULLY PAID</b>		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

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**BASEPOINT DEVELOPMENTS LTD**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 March 2007**

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**13 RESERVES**

	Profit and loss account £
At 1 April 2006	361,628
Loss retained for the year	(38,966)
	<hr/>
At 31 March 2007	322,662
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**14 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2007 £	2006 £
Opening shareholders' funds	361,629	151,842
(Loss)/profit for the year	(38,966)	209,787
	<hr/>	<hr/>
Closing shareholders' funds	322,663	361,629
	<hr/>	<hr/>

**15 CONTINGENT LIABILITIES**

The company is part of a multi-lateral guarantee over certain borrowings of its parent and fellow subsidiaries. At the period end, the amount covered under the guarantee amounted to £64,731,000 (2006 £44,480,218)

**16 RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemptions allowed by Financial Reporting Standard 8, not to disclose transactions with related party undertakings which are at least 90% owned by the group

During the period, £46,875 (2006 nil) was paid to Charlecote Property Developments Limited for consultancy services. No amounts were due to Charlecote Property Developments Limited at the year end. Charlecote Property Developments Limited is a company owned by R Cleaver, a Director of Basepoint Plc, the parent company of Basepoint Developments Limited.

**17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The company is a subsidiary undertaking of Basepoint Plc

The directors regard The ACT Foundation, a UK registered charity and a company limited by guarantee as the ultimate parent company

The largest and smallest group in which the results of the company are consolidated is that headed by The ACT Foundation. The consolidated accounts of this company are available from its Registered Office at The Gate House, 2 Park Street, Windsor, Berkshire, SL4 1LU