

05089874

**St James Capital Seagrave
Road Limited**

Report and Financial Statements

Year Ended

31 December 2007



BDO

BDO Stoy Hayward
Chartered Accountants

St James Capital Seagrave Road Limited

**Annual report and financial statements
for the year ended 31 December 2007**

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Directors

D Fischel
I Hawksworth
G Yardley
Y Denyer
W Black

Secretary and registered office

S Folger, 40 Broadway, London, SW1H 0BU

Company number

5089874

Auditors

BDO Stoy Hayward LLP, 55 Baker Street, London, W1U 7EU

St James Capital Seagrave Road Limited

Report of the directors for the year ended 31 December 2007

The directors present their report together with the audited financial statements for the year ended 31 December 2007

Results and dividends

The profit and loss account is set out on page 5 and shows the loss for the year. The loss for the year, after taxation, amounted to £1,554,000 (2006 - £1,833,000)

No interim dividends have been paid this year (2006 - £Nil) and the directors do not recommend a final dividend (2006 - £Nil)

Principal activities, trading review and future developments

The company's principal activity during the year was to provide car parking services for the exhibition premises of Earls Court Limited

During the year the directors have conditionally agreed to dispose of the property held at Seagrave Road, this sale is conditional on obtaining planning permission on the site

Directors

The directors of the company during the year were

D Coffey	(resigned 23 July 2007)
A Lyons	(resigned 24 July 2007)
S Conway	(resigned 24 July 2007)
D Fischel	(appointed 24 July 2007)
I Hawksworth	(appointed 24 July 2007)
J Sellins	(appointed 17 April 2007, resigned 17 April 2007)
A Smith	(appointed 24 July 2007, resigned 31 March 2008)
G Yardley	(appointed 24 July 2007)
Y Denyer	(appointed 18 January 2008)
W Black	(appointed 18 July 2008)

Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare financial statements for each financial year which 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 year. 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, 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 which disclose with reasonable accuracy at any time the financial position of the company and to 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

St James Capital Seagrave Road Limited

Report of the directors for the year ended 31 December 2007 (*Continued*)

Auditors

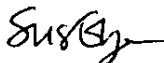
All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed to the members during the next period for appointing auditors, pursuant to s485 of the Companies Act 2006.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the Board

S Folger



Secretary

Date 22 OCT 2008

St James Capital Seagrave Road Limited

Report of the independent auditors

To the shareholders of St James Capital Seagrave Road Limited

We have audited the financial statements of St James Capital Seagrave Road Limited for the year ended 31 December 2007 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 have been properly prepared in accordance with the Companies Act 1985 and whether the information given in the directors' report is consistent with those financial statements. We also 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.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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 judgements 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.

St James Capital Seagrave Road Limited

Report of the independent auditors (*Continued*)

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 December 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

BDO Stoy Hayward LLP.

BDO STOY HAYWARD LLP

*Chartered Accountants
and Registered Auditors
London*

22 October 2008

St James Capital Seagrave Road Limited

Profit and loss account for the year ended 31 December 2007

	Note	2007 £'000	2006 £'000
Turnover	2	1,090	975
Cost of sales		(436)	(452)
Gross profit		654	523
Administrative expenses		(91)	(68)
Operating profit	3	563	455
Non refundable deposit received for potential sale of land		700	-
Profit on ordinary activities before interest		1,263	455
Interest payable and similar charges	4	(2,817)	(2,288)
Loss on ordinary activities before taxation		(1,554)	(1,833)
Taxation	5	-	-
Retained loss for the financial year	11	(1,554)	(1,833)

All amounts relate to continuing activities

The notes on pages 8 to 12 form part of these financial statements

St James Capital Seagrave Road Limited

Statement of total recognised gains and losses for the year ended 31 December 2007

	2007 £'000	2006 £'000
Retained loss for the financial year	(1,554)	(1,833)
Unrealised surplus on revaluation of property in the financial year	2,134	32,740
Total recognised gains during the year	580	30,907

The notes on pages 8 to 12 form part of these financial statements

St James Capital Seagrave Road Limited

Balance sheet at 31 December 2007

	Note	2007 £'000	2007 £'000	2006 £'000	2006 £'000
Fixed assets					
Tangible assets	6		85,000		82,874
Current assets					
Debtors	7	2,350		1,106	
Cash at bank and in hand		30		2	
		<u>2,380</u>		<u>1,108</u>	
Creditors: amounts falling due within one year	8	<u>40,693</u>		<u>37,875</u>	
Net current liabilities			<u>(38,313)</u>		<u>(36,767)</u>
			<u>46,687</u>		<u>46,107</u>
Capital and reserves					
Share capital	10		-		-
Revaluation reserve	11		53,674		51,540
Profit and loss account	11		(6,987)		(5,433)
Shareholders' funds			<u>46,687</u>		<u>46,107</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

The financial statements were approved by the Board of Directors and authorised for issue on 22 OCT 2008

G Yardley
Director

Y Denyer
Director

The notes on pages 8 to 12 form part of these financial statements

St James Capital Seagrave Road Limited

Notes forming part of the financial statements for the year ended 31 December 2007

1 Accounting policies

The financial statements have been prepared under the historical cost convention as modified by the revaluation of freehold land and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Basis of accounting

The financial statements have been prepared on a going concern basis because the directors believe the company can pay its debts as they fall due.

Cash flow

The company has taken advantage of the exemption available under FRS 1 not to prepare a cash flow statement as it is a wholly owned subsidiary of a parent undertaking which produces publicly available group accounts.

Freehold land

The freehold land is stated at open market value.

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all tangible assets, except for freehold land, evenly over their expected useful lives. It is calculated at the following rates:

Plant and machinery - 25% per annum reducing balance

Taxation

Corporation tax payable is provided on taxable profits at the current rate. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax with the following exceptions:

- Provision is made for gains on revalued assets only where there is a commitment to dispose of the revalued assets and the attributable gain can neither be rolled over nor eliminated by capital losses.
- Deferred tax assets are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted at the balance sheet date.

2 Turnover

Turnover represents income (excluding value added tax) from the provision of car parking facilities. All turnover is derived from the UK and relates to continuing operations.

St James Capital Seagrave Road Limited

Notes forming part of the financial statements
for the year ended 31 December 2007 (*Continued*)

3 Operating profit

Auditors' remuneration is borne by another group undertaking, Earls Court and Olympia Limited

4 Interest payable and similar charges

	2007 £'000	2006 £'000
Other interest	2,817	2,288

5 Taxation on loss on ordinary activities

There were no taxation charges arising during the year (2006 - £Nil)

Factors affecting the tax charge for the year

The tax assessed on the loss on ordinary activities for the year varies from the standard rate of corporation tax in the UK. The differences are explained below

	2007 £'000	2006 £'000
Loss on ordinary activities before tax	(1,554)	(1,833)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 - 30%)	(466)	(550)
Effect of		
Depreciation in excess of capital allowances	3	(5)
Group relief surrendered	462	555
Losses created in the year	1	-
Current tax charge for the year	-	-

St James Capital Seagrave Road Limited

Notes forming part of the financial statements
for the year ended 31 December 2007 (*Continued*)

6 Tangible assets

	Freehold land £'000	Plant and machinery £'000	Total £'000
<i>Cost or valuation</i>			
At 1 January 2007	82,740	134	82,874
Additions in the year	-	7	7
Revaluation in the year	2,112	7	2,119
	<hr/>	<hr/>	<hr/>
At 31 December 2007	84,852	148	85,000
	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>			
At 1 January 2007	-	-	-
Provided for the year	-	15	15
Revaluation in the year	-	(15)	(15)
	<hr/>	<hr/>	<hr/>
At 31 December 2007	-	-	-
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
At 31 December 2007	84,852	148	85,000
	<hr/>	<hr/>	<hr/>
At 31 December 2006	82,740	134	82,874
	<hr/>	<hr/>	<hr/>

The company's freehold land was revalued by the directors at the balance sheet date and they considered the market value to be £85,000,000. The historical cost of the land is £31,200,000.

7 Debtors

	2007 £'000	2006 £'000
Trade debtors	102	156
Amounts owed by group undertakings	2,208	847
Prepayments and accrued income	40	103
	<hr/>	<hr/>
	2,350	1,106
	<hr/>	<hr/>

St James Capital Seagrave Road Limited

Notes forming part of the financial statements
for the year ended 31 December 2007 (*Continued*)

8 Creditors: amounts falling due within one year

	2007 £'000	2006 £'000
Trade creditors	23	48
Amounts owed to group undertakings	40,593	37,765
Accruals and deferred income	66	45
Taxation and social security	11	17
	<u>40,693</u>	<u>37,875</u>

9 Provisions for liabilities

Deferred tax

Factors that may affect future tax charges

A potential tax liability of £16,140,000 (2006 - £15,462,000) exists if the company's property were to be disposed of at the amount that it is carried in the balance sheet at 31 December 2007. No provision has been made in these financial statements for this liability on the basis that it is not anticipated that this liability will crystallize in the foreseeable future.

Deferred tax assets of £2,129 (2006 - £4,681) have not been recognised in relation to accelerated capital allowances. Such assets will be recovered when the group, of which this company is a member, becomes profitable.

10 Share capital

	2007 Number	2006 Number	2007 £	2006 £
<i>Authorised</i>				
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

St James Capital Seagrave Road Limited

Notes forming part of the financial statements
for the year ended 31 December 2007 (*Continued*)

11 Reconciliation of shareholders' funds and movement on reserves

	Revaluation reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2007	51,540	(5,433)	46,107
Loss for the year	-	(1,554)	(1,554)
Revaluation in the year	2,134	-	2,134
	<hr/>	<hr/>	<hr/>
At 31 December 2007	53,674	(6,987)	46,687
	<hr/>	<hr/>	<hr/>

12 Contingent liabilities

Under a group registration, the company is jointly and severally liable for VAT due by other group registration companies. At 31 December 2007 amounts owed by the group totalled £1,356,788 (2006 - £1,483,469)

The company has entered into an arrangement to guarantee to the company's bankers the obligations of all other group companies to that bank. The guarantee is limited to the amount of the loan drawn down by the group which at 31 December 2007 was £225,147,000 (2006 - £206,500,000)

13 Parent undertakings

The company's immediate parent undertaking is St James Capital ECO Holdings Limited

The intermediate parent company, into which the results of the company are consolidated, is Matterhorn Capital EC&O Limited, incorporated in England. The consolidated financial statements of Matterhorn Capital EC&O Limited can be obtained from the Registered Office, which is 40 Broadway, London, SW1H 0BU

14 Ultimate controlling party

The directors consider the company's ultimate controlling party to be Liberty International PLC. The financial statements of Liberty International PLC consolidate the financial results of Matterhorn Capital EC&O Limited group. The consolidated financial statements of Liberty International PLC can be obtained from the Registered Office, which is 40 Broadway, London, SW1H 0BU

15 Related party transactions

As the company is a wholly owned subsidiary undertaking of Matterhorn Capital EC&O Limited the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group