Bretton Street Developments Limited and Subsidiary

Financial Statements for the year to 31 January 2014
together with Directors' and Independent Auditor's Reports

Registered Number: 05168673

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Report of the Directors

The directors present their report and the financial statements of Bretton Street Developments Limited and Subsidiary (the "Group") for the year to 31 January 2014. This directors' report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Principal activities

The principal activity of the Company during the year has been dealing with residual matters arising from previous development transactions within the UK.

Directors of the Company

The directors who served Bretton Street Developments Limited (the "Company") during the year were as follows:

S F Martin
M H Bales
L Higgins (resigned 8 September 2014)
M S McGill

Directors' responsibilities

The directors are responsible for preparing the Annual Report and 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 and profit or loss of the Company and Group for that period. In preparing these 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;
- ensure 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 Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group 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 Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Group's auditors are unaware; and
- the directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Report of the Directors (continued)

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with Section 487(2) of the Companies Act 2006 unless the Company receives notice under Section 488(1) of the Companies Act 2006.

BY ORDER OF THE BOARD

M S McGill
Director
30 October 2014

Independent Auditor's Report to the Members of Bretton Street Developments Limited and Subsidiary

We have audited the financial statements of Bretton Street Developments Limited and its Subsidiary for the year ended 31 January 2014 which comprise the consolidated profit and loss account, consolidated and Company balance sheets, consolidated cash flow statement 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 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 the 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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Group and the parent Company's affairs as at 31 January 2014 and of the group's loss 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.

Independent Auditor's Report to the Members of Bretton Street Developments Limited and Subsidiary (continued)

Opinion on 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.

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.

Grant Thornton UK LLP

Lorraine Macphail
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Glasgow
30 October 2014

Consolidated Profit and Loss Account

	Notes	**2014**	2013
		£	£
Turnover	2	**-**	7
Cost of sales		**(3,643)**	(200)
Gross loss		**(3,643)**	(193)
Other operating expenses	3	**(7,552)**	(1,028)
Loss on ordinary activities before taxation	5	**(11,195)**	(1,221)
Tax on loss on ordinary activities	6	**-**	(76)
Loss for the year	10	**(11,195)**	(1,297)

The current and prior year losses have been derived wholly from continuing operations.

The Group has no recognised gains or losses in the current or prior year other than the reported loss as stated above and therefore no Statement of Total Recognised Gains and Losses has been presented.

The reported loss on ordinary activities before tax equates to the historical cost loss on ordinary activities before taxation.

The accompanying notes form part of these financial statements.

Consolidated Balance Sheet

	Notes	2014 £	2013 £
Current assets			
Cash at bank and in hand		**19,280**	22,950
Creditors: amounts falling due within one year	8	**(10,024)**	(2,499)
Net assets		**9,256**	20,451
Capital and reserves			
Called-up share capital	9	**1,000**	1,000
Profit and loss account	10	**8,256**	19,451
Shareholders' funds	11	**9,256**	20,451

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

These financial statements were approved by the directors on 30 October 2014 and are signed on their behalf by:

M S McGill Director

The Company's registration number is 05168673.

The accompanying notes form part of these financial statements.

Balance Sheet

	Notes	2014 £	2013 £
Fixed assets			
Investments	7	**1**	1
Current assets			
Cash at bank and in hand		**19,280**	22,950
Creditors: amounts falling due within one year	8	**(10,025)**	(2,500)
Net current assets		**9,255**	20,450
Net assets		**9,256**	20,451
Capital and reserves			
Called-up share capital	9	**1,000**	1,000
Profit and loss account	10	**8,256**	19,451
Shareholders' funds	11	**9,256**	20,451

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

These financial statements were approved by the directors on 30 October 2014 and are signed on their behalf by:

M S McGill Director

The Company's registration number is 05168673.

The accompanying notes form part of these financial statements.

Consolidated Cash Flow Statement

	Notes	2014	2013
		£	£
Net cash outflow from operating activities	12(a)	**(3,670)**	(2,021)
Taxation	12(b)	-	(76)
Decrease in cash in the year		**(3,670)**	(2,097)

		2014	2013
Reconciliation of net cash flow to movement in net debt		£	£
Decrease in cash in the year		**(3,670)**	(2,097)
Net cash at start of year		**22,950**	25,047
Net cash at end of year	12(c)	**19,280**	22,950

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

1. Accounting policies

The principal accounting policies which have been applied consistently throughout the current and prior year are:

(a) Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

The directors have considered the remaining levels of expenditure which are likely to arise for the Company and are satisfied that sufficient cash reserves are in place to meet these obligations as they fall due. Accordingly these financial statements have been prepared on a going concern basis.

As provided by s408 of the Companies Act 2006, no profit and loss account is presented for Bretton Street Developments Limited. The Company's loss for the financial year, determined in accordance with the Act was £11,195 (2013 – loss of £1,297).

(b) Basis of consolidation

The consolidated financial statements include the results of Bretton Street Developments Limited and its subsidiary undertaking to 31 January 2014. The acquisition method of accounting for the subsidiary has been adopted. Turnover and profits arising from transactions between group companies are excluded.

(c) Investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less provision for impairment. Only dividends received and receivable are credited to the Company's profit and loss account.

(d) Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The taxation liabilities of certain group undertakings are reduced wholly or in part by the surrender of losses by fellow group undertakings. The tax benefits arising from group relief are normally recognised in the financial statements of the surrendering undertakings.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group undertakings taxable profits and their results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net 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 differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

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

Note to the Financial Statements (continued)

1. Accounting policies (continued)

(e) Turnover

Turnover is wholly generated in the United Kingdom and is net of VAT and intra group transactions. Income from the sale of development property is recognised when the transaction is complete. Rental income is recognised as it is earned.

2. Turnover

Segmental information:

	2014	2013
	£	£
Wayleave income	-	7

3. Other operating expenses

The following is included in other operating expenses:

	2014	2013
	£	£
Administrative expenses	7,552	1,028

4. Staff costs

The Company had no employees during the current or prior year and none of the directors received any remuneration from the Company or from other undertakings in respect of services to it.

5. Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	2014	2013
	£	£
Auditor's remuneration for audit services	5,000	1,000

Note to the Financial Statements (continued)

6. Tax on loss on ordinary activities

The tax charge comprises:

	2014	2013
	£	£
Current tax		
UK corporation tax – adjustment in respect of prior years	-	76

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	2014	2013
	£	£
Loss on ordinary activities before tax	**(11,195)**	(1,221)
Tax on loss on ordinary activities at standard UK corporation tax rate of 23.17% (2013 – 24.33%)	**(2,594)**	(297)
Unrelieved tax losses	**2,594**	297
Adjustment in respect of prior years	-	76
Tax charge for the year	-	76

The Company earns its results in the UK, therefore the tax rate used for tax on loss on ordinary activities is the standard rate for UK corporation tax, currently 23.17% (2013 – 24.33%).

In the opinion of the directors there is an unprovided deferred tax asset of £27,767 (2013 - £38,362).

Note to the Financial Statements (continued)

7. Investments

The following is included in the net book value of investments:

	Group 2014 £	**Company 2014 £**	Group 2013 £	Company 2013 £
Investment in subsidiary undertaking	-	1	-	1

There was no movement in investments during the year:

	Group £	**Company £**
Cost and net book value		
At 31 January 2013 and 31 January 2014	-	1

The subsidiary undertaking at 31 January 2014 was:

	Country of registration	**Principal activity**	**Holding**
Bretton Street Management Company No 1 Limited	England	Property management	100%

8. Creditors: amounts falling due within one year

The following amounts are included in creditors falling due within one year:

	Group 2014 £	**Company 2014 £**	Group 2013 £	Company 2013 £
Accruals and deferred income	**10,024**	**10,025**	2,499	2,500

Note to the Financial Statements (continued)

9. Called-up share capital

	2014	2013
	£	£
Allotted and issued:		
500 ordinary A shares of £1 each	**500**	500
500 ordinary B shares of £1 each	**500**	500
	1,000	1,000

The ordinary A and ordinary B shares differ only in respect to voting rights on the appointment and removal of directors.

10. Profit and loss account

The movement in the year was as follows:

	Group and Company
	£
Balance at 31 January 2013	19,451
Loss for the financial year	(11,195)
Balance at 31 January 2014	**8,256**

11. Reconciliation of movements in shareholders' funds

	Group and Company 2014	Group and Company 2013
	£	£
Loss for the financial year	**(11,195)**	(1,297)
Opening shareholders' funds	**20,451**	21,748
Closing shareholders' funds	**9,256**	20,451

Note to the Financial Statements (continued)

12. Notes to cash flow statement

(a) Reconciliation of operating loss to operating cash flows

	2014	2013
	£	£
Operating loss	**(11,195)**	(1,221)
Increase/(decrease) in creditors	**7,525**	(800)
Net cash outflow	**(3,670)**	(2,021)

(b) Taxation

	2014	2013
	£	£
UK corporation tax paid	**-**	(76)
Net cash outflow	**-**	(76)

(c) Analysis of changes in net debt

	2013	Cashflow	**2014**
	£	£	**£**
Cash at bank and in hand	22,950	(3,670)	**19,280**

13. Capital commitments

There were no capital commitments at 31 January 2014 (2013 - £Nil).

Note to the Financial Statements (continued)

14. Related party transactions

During the year the Company entered into the following transactions with related parties:

Related Party	Relationship	Nature of Transactions	2014 £	2013 £
PPG Land Limited	Shareholder	Consortium relief	-	38

At the year end amounts owing to PPG Limited were £2,500 (2013: £1,500) in respect of management recharges.

15. Ownership of the company

The share capital of the Company is held by PPG Land Limited (50%) which is registered in Scotland and Clugston Estates Limited (50%) which is registered in England.

16. Post balance sheet events

Subsequent to the year end, Bretton Street Developments Management Company No 1 Limited disposed of its land for a consideration of £10,000.