

# **Just Wills Group Limited**

## **DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

31 December 2011

(Registered Number 05186807)



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## Directors' Report

The Directors present their annual report and audited financial statements for the year ended 31 December 2011

### PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activity of the Company is that of a holding company

Just Wills Group Limited is a private limited company registered in England and Wales, registered number, 05186807

### BUSINESS REVIEW

#### *Overview of the business*

Just Wills Group Limited is a holding company and did not trade in either the current or prior period

### ACQUISITION OF COMPANY

On 8 February 2011, 100% of the shares of the Company's share capital were purchased by Just Wills Holdings Limited

Prior to the transaction the accounting reference date was changed from 31 May to 31 December. The financial statements are prepared for the 12 month period from 1 January 2011 to 31 December 2011. The Company's comparative financial information is presented for the 7 month period from 1 June 2010 to 31 December 2010.

### DIVIDENDS

During the year no interim dividend was paid (2010: £nil). The Directors do not propose the payment of a final dividend (2010: £nil).

### DIRECTORS

The directors who served during the year were

D J McMaster	
AD Neale	(resigned 8th February 2011)
ADD Crichton	(resigned 8th February 2011)
A Barnes	(appointed 8th February 2011, resigned 8th August 2012)
RS Shipperley	(appointed 8th February 2011)
DC Livesey	(appointed 8th February 2011)
AS Gill	(appointed 8th February 2011, resigned 29th June 2012)
MJ Oliver	(appointed 8th February 2011)
JP Cosson	(appointed 14th December 2011)

### CHARITABLE AND POLITICAL DONATIONS

During the year the Company made no donations to charities (2010: £nil). No contributions were made for political purposes (2010: £nil).

### DISCLOSURE OF INFORMATION TO AUDITORS

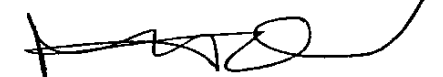
The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director to make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

### AUDITORS

The Directors of the Company appointed KPMG Audit Plc as auditors during the year. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.

By order of the board

MJ Oliver  
Director



10 August 2012

Medway House  
Cantelupe Road  
East Grinstead  
West Sussex  
RH19 3BJ

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

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 IFRSs as adopted by the EU 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 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,
- state whether they have been prepared in accordance with IFRSs as adopted by the EU, 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 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 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 JUST WILLS GROUP LIMITED

We have audited the financial statements of Just Wills Group Limited for the year ended 31 December 2011 as set out on pages 7 to 12. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

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 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

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 web-site at [www.frc.org.uk/apb/scope/private.cfm](http://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 December 2011
- have been properly prepared in accordance with IFRSs as adopted by the EU, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### 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.

### Emphasis of matter

In forming our opinion on the financial statements, which is not modified, we note that the prior period financial statements were not audited. Consequently, International Standards on Auditing (UK and Ireland) require the auditor to state that the corresponding figures contained within these financial statements are unaudited.

### 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

*B. J Stapleton 3 September 2012*

B J Stapleton (Senior Statutory Auditor) for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants  
Altius House  
One North Fourth Street  
Milton Keynes  
MK9 1NE

## Statement of Financial Position

AT 31 DECEMBER 2011

	Notes	£000	31 December 2011 £000	£000	Unaudited Restated 31 December 2010 £000
<b>Current assets</b>					
Trade and other receivables	4	<u>1,329</u>	1,329	<u>1,479</u>	1,479
<b>Total current assets</b>					
			1,329	1,479	1,479
<b>Non-current assets</b>					
Investments	5	<u>-</u>	-	<u>-</u>	-
<b>Total non-current assets</b>					
			-	-	-
<b>Total assets</b>			<u>1,329</u>		<u>1,479</u>
<b>Current liabilities</b>					
Trade and other payables	6	<u>1,326</u>	1,326	<u>1,476</u>	1,476
<b>Total current liabilities</b>			<u>1,326</u>		<u>1,476</u>
<b>Total liabilities</b>			1,326		1,476
<b>Equity – attributable to equity holders of the Company</b>					
Share capital	7	28		28	
Retained earnings / (deficit)	7	<u>(25)</u>		<u>(25)</u>	
<b>Total equity</b>			3		3
<b>Total equity and liabilities</b>			<u>1,329</u>		<u>1,479</u>

These financial statements were approved by the Board of Directors on 10 August 2012 and signed on its behalf by



MJ Oliver  
Director

Company registration number 05186807

The notes on pages 7 to 12 form part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS

### 1 Accounting policies

Just Wills Group Limited (the "Company") is a company incorporated and domiciled in the UK. The following accounting policies have been applied consistently in dealing with items that are considered material in relation to the company accounts.

#### a) Basis of accounting

The Financial Statements are presented in accordance with International Financial Reporting Standards (IFRS) and its interpretations as adopted by the EU and effective at 31 December 2011.

#### Transition to adopted IFRSs

The Company is preparing its financial statements in accordance with Adopted IFRS for the first time and consequently has applied IFRS 1 First time adoption of International Financial Reporting Standards. An explanation of how the transition to Adopted IFRSs has affected the reported financial position, financial performance and cash flows of the Company is provided in note 10.

The Directors have adopted IAS 24, Related Parties (Revised 2009) and Defined Benefit Asset (Amendments to IFRIC 14 IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction). There is no impact on these financial statements as a result of adopting these accounting standards.

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its Group.

#### Measurement convention

These financial statements are prepared on the historical cost basis.

#### Currency presentation

These financial statements are presented in pounds sterling and, except where otherwise indicated, have been rounded to the nearest one thousand.

The Company is a holding company and did not trade in either the current or prior period.

#### b) Trade and other receivables

Trade and other receivables are stated at their nominal value (discounted if material) less any impairment.

#### c) Trade and other payables

Trade and other payables are stated at their fair value.

### 2 Expenses and auditors' remuneration

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Auditors' remuneration		
Audit of these financial statements	-	-

Auditors' remuneration of £800 was borne by another group company.

### 3 Staff numbers and costs

The average monthly number of persons employed by the Company (including Directors) during the period was as follows:

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Directors	6	2

All Directors are remunerated by another group company, and do not receive any remuneration from Just Wills Group Limited.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### 4 Trade and other receivables

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Amounts owed by group undertakings	<u>1,329</u>	<u>1,479</u>

### 5 Investments

	Shares in Group Undertakings £
<b>Cost</b>	
At 1 January and 31 December 2011	<u>5</u>
<b>Impairment losses</b>	
At 1 January and 31 December 2011	<u>-</u>
<b>Net Book Value</b>	
At 1 January and 31 December 2011	<u>5</u>
	Shares in Group Undertakings £
<b>Cost</b>	
At 1 June and 31 December 2010	<u>5</u>
<b>Impairment losses</b>	
At 1 June and 31 December 2010	<u>-</u>
<b>Net Book Value</b>	
At 1 June and 31 December 2010 (unaudited)	<u>5</u>

The Company owns equity share capital in its principal trading subsidiary undertakings, which are incorporated in the UK, as follows

Name of subsidiary undertaking	Nature of business	Proportion of ordinary shares held
Just Wills Limited	Will writing services	100%
The Universal Trust Corporation	Trust, probate, and will storage services	100%
Heritage Family Estates Limited	Wills storage services	100%
Chancery Law Services Limited	Wills storage services	100%
Just Willbank Limited	Dormant	100%
The Willmaster Limited	Will writing and associated services	100%*
The Willmaster (Storage) Limited	Will writing and associated services	100%*
Legal Services UK Limited	Will writing and associated services	100%*
Legal Services Probate Limited	Probate and associated services	100%*
Executry Services Scotland Limited	Probate and associated services	100%*

\* Held indirectly through Just Wills Limited



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### 6 Trade and other payables

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Amounts owed to group undertakings	<u>1,326</u>	<u>1,476</u>

### 7 Share capital

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Allotted, called up and fully paid 27,536 £1 Ordinary shares	<u>28</u>	<u>28</u>

### Management of capital

Capital is considered to be the audited retained earnings and ordinary share capital in issue

	Year ended 31 Dec 2011 £000	Unaudited Period ended 31 Dec 2010 £000
Capital		
Ordinary shares	28	28
Retained earnings / (deficit)	<u>(25)</u>	<u>(25)</u>
	<u>3</u>	<u>3</u>

The Company's objectives when managing capital are

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk

The Company is not subject to externally imposed capital requirements other than the minimum share capital required by the Companies Act, with which it complies

The year end capital position is reported to the Operational Board on a monthly basis

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### 8 Related party transactions

The Company has related party relationships within the Skipton Group as detailed below. All such transactions are priced on an arms-length basis.

	Ultimate parent undertaking £000	2011 Immediate parent undertaking £000	Other group companies £000	Ultimate parent undertaking £000	2010 Immediate parent undertaking £000	Other group companies £000
<b>a) Net interest</b>						
Interest receivable	-	-	-	-	-	-
Interest payable	-	-	-	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>b) Sales of goods and services</b>						
Management recharges	-	-	-	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>c) Purchase of goods and services</b>						
	-	-	-	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>d) Outstanding balances</b>						
Other receivables	-	-	1,329	-	-	1,479
Other payables	-	(1,326)	-	-	-	(1,476)
<b>Total</b>	<u>-</u>	<u>(1,326)</u>	<u>1,329</u>	<u>-</u>	<u>-</u>	<u>3</u>

There are no provisions in respect of goods and services to Related Parties, either at 31 December 2011 or at 31 December 2010.

### 9 Financial instruments

#### *Financial risks*

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability of another entity. The principal financial risks to which the Company is exposed are liquidity risk, market risk and credit risk, these are monitored on a regular basis by management. Each of these is considered below.

#### *Liquidity risk*

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company's liquidity policy is to maintain sufficient liquid resources to cover imbalances and fluctuations in funding, to maintain solvency of the Company and to enable the Company to meet its financial obligations as they fall due. This is achieved through maintaining a prudent level of liquid assets and through rigorous management control of the growth of the business.

The following are contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements.

	Carrying amount £000	Contractual cash flows £000	In not more than one month £000	In not more than 3 months £000	In more than 3 months but not less than 1 year £000	In more than one year but not more than 5 years £000
Amounts owing to group companies	1,326	1,326	1,326	-	-	-
<b>Total</b>	<u>1,326</u>	<u>1,326</u>	<u>1,326</u>	<u>-</u>	<u>-</u>	<u>-</u>

There are no differences between the fair values of financial assets and liabilities and their carrying amounts showing in the Statement of Financial Position.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### 9 Financial instruments (continued)

#### **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk.

#### **Currency risk**

The Company is not exposed to any currency risk as all transactions are denominated in Sterling.

#### **Interest rate risk**

The Company has no external interest bearing liabilities, excluding intra-group loans. The Company monitors any exposure to interest rate risk on a continuous basis.

#### **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations, and arises principally from the Company's receivables from customers or other group undertaking. As the Company does not trade it has limited exposure to credit risk.

#### **Capital management**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

### 10 Explanation of transition to IFRS

As stated in note 1, these are the Company's first financial statements prepared in accordance with IFRSs. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 December 2011 and in the preparation of an opening IFRS balance sheet at 1 June 2010.

In preparing its opening Statement of Financial Position, the Company has adjusted amounts previously reported in the financial statements prepared in accordance with UK GAAP. An explanation of how the transition from UK GAAP to IFRSs has affected the Company's financial position, financial performance and cash flows from incorporation is set out in the following tables and notes.

#### **Reconciliation of statement of financial position**

	Note	UK GAAP £000	Effect of transition to IFRSs £000 At 1 June 2010	IFRS £000	UK GAAP £000	Effect of transition to IFRSs £000 At 31 December 2010	IFRS £000
<b>Current assets</b>							
Trade and other receivables		1,479	-	1,479	1,479	-	1,479
<b>Total assets</b>		<u>1,479</u>	<u>-</u>	<u>1,479</u>	<u>1,479</u>	<u>-</u>	<u>1,479</u>
<b>Current liabilities</b>							
Trade and other payables		1,476	-	1,476	1,476	-	1,476
		<u>1,476</u>		<u>1,476</u>	<u>1,476</u>	<u>-</u>	<u>1,476</u>
<b>Equity</b>							
Share capital		28	-	28	28	-	28
Retained earnings		(25)	-	(25)	(25)	-	(25)
<b>Total equity and liabilities</b>		<u>1,479</u>	<u>-</u>	<u>1,479</u>	<u>1,479</u>	<u>-</u>	<u>1,479</u>

#### **Notes to the reconciliation of statement of financial position**

(a) There are no adjustments in the transition from UK GAAP to IFRS.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### 11 Adoption of new and revised International Financial Reporting Standards

Disclosed below are new standards and interpretations, which have been adopted during the year

- IAS 24, Related Parties (Revised 2009) The revised standard must be applied for annual periods beginning on or after 1 January 2011 and amends the definition of a related party and modifies certain related party disclosure requirements for government-related entities. The revised standard has had no impact on these financial statements
- Amendments to IFRIC 14 IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction. These amendments remove unintended consequences arising from the treatment of prepayments where there is a minimum funding requirement. These amendments result in prepayments of contributions in certain circumstances being recognised as an asset rather than an expense. These amendments have had no impact on these financial statements

### 12 Ultimate Parent Undertaking

The Company is a wholly owned subsidiary of Just Wills Holdings Limited. The ultimate parent undertaking is Skipton Building Society, which is registered in the United Kingdom. The largest group in which the results are consolidated is that headed by Skipton Building Society. The smallest group in which the results are consolidated is that headed by Connells Limited and the accounts of this company are available to the public and can be obtained from

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