

Johnson Cooper Limited
Annual Report and Financial statements
For the year end December 2006

THURSDAY



A13JA31S

A04

11/09/2008

112

COMPANIES HOUSE

Company No. 05330771

Contents

Company information	1
Report of the directors	2 - 3
Report of the independent auditor	4 - 5
Profit and loss account	6
Balance sheet	7
Statement of total recognised gains and losses	8
Notes to the financial statements	9 - 15

Company information

Company registration number	5330771
Registered office	Phoenix House 11 Wellesley Road Croydon Surrey CR0 2NW
Directors	D Lavelle H McGeever
Company secretary	R Johnson
Bankers	Bank of Scotland Plc The Mound Edinburgh EH1 1YZ
Independent auditors	Deloitte & Touche LLP Global House High Street Crawley West Sussex RH10 1DL

Report of the directors

The directors present their annual report and the audited financial statements for the year ended 31 December 2006

The directors have taken advantage of the exemption afforded as a small company that is part of an ineligible group under S247A of the Companies Act 1985, in the preparation of this directors report

Principal activities

The principal activity of the company during the period was that of property management agents

Business review

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements

The company was formerly part of the Erinaceous Group. On 14 April 2008 administrators were appointed to Erinaceous Group Plc, the parent company of the Erinaceous Group. A number of the Group's operations remained outside of any insolvency proceedings and continued to trade as normal. This includes the Residential division and Johnson Cooper Limited forms part of this division.

These companies were sold on 21 April 2008 to Caley Limited

Directors

The directors who served the company through the period were as follows

H McGeever
D Lavelle (appointed 14 November 2007)
M Pearson (resigned 15 October 2007)
N Bellis (resigned 17 January 2006)
L C Cummings (resigned 1 July 2006)

Report of the directors (continued)

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,
- 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 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.

Information provided to independent auditors

Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Independent auditors

Deloitte & Touche LLP offer themselves for reappointment in accordance with section 385 of the Companies Act 1985.

By order of the board



D Lavelle

Director

9 September 2008

Report of the independent auditors' to the members of Johnson Cooper Limited

We have audited the financial statements of Johnson Cooper Limited for the year ended 31 December 2006 which comprise the principal accounting policies, the profit and loss account, the balance sheet, statement of total recognised gains and losses, and the related notes 1 to 18. 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 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.

Report of the independent auditors' to the members of Johnson Cooper Limited (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 2006 and of its profit 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

Deloitte & Touche LLP
10 September 2008

DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS
CRAWLEY, UNITED KINGDOM

Profit and loss account

	Notes	Year to 31 Dec 2006 £000	(restated*) 11 Months to 31 Dec 2005 £000
Turnover		1,398	1,789
Cost of sales		(20)	(15)
Gross profit		1,378	1,774
Administrative expenses		(1,341)	(3,673)
Operating Profit/(Loss)		37	(1,899)
Interest payable and similar charges		27	-
Interest receivable and similar income	7	4	17
Profit/(Loss) on ordinary activities before taxation	3	14	(1,882)
Tax credit on profit/(loss) on ordinary activities	8	-	-
Profit/(Loss) for the financial period	15	14	(1,882)

See note 4

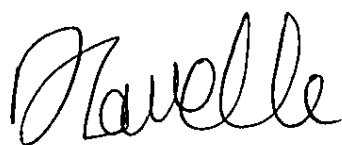
All amounts included in the profit and loss account relate solely to continuing operations

Balance sheet

	Note	2006 £000	(restated*) 2005 £000
Fixed assets			
Tangible assets	9	72	149
		72	149
Current assets			
Debtors	10	165	40
Cash at bank and in hand		43	27
		208	67
Creditors amounts falling due within one year	11	(2,147)	(2,098)
Net current (liabilities)		(1,939)	(2,031)
Net liabilities		(1,868)	(1,882)
Capital and reserves			
Called up share capital	12	-	-
Profit and loss account	14	(1,868)	(1,882)
Shareholders' deficit	13	(1,868)	(1,882)

· See note 4

These financial statements were approved by the directors on 9 September 2008 and are signed on their behalf by



D Lavelle
Director

Statement of total recognised gains and losses

	Note	2006 £000	(restated *) 2005 £000
Profit/(Loss) attributable to the shareholders of the company		14	(1,882)
Prior year adjustment	4	(860)	-
Total gains and losses recognised since the last annual report		(846)	(1,882)

See Note 4

Notes to the financial statements (continued)

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, except as, noted below. The directors have reviewed the accounting policies and conclude that they remain appropriate.

Basis of preparation

The financial statements have been prepared under the historical cost convention and comply with applicable United Kingdom accounting standards.

Cash flow Statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) 'Cash flow Statement' from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Fixed assets

All fixed assets are stated at cost less depreciation and any provision for impairment.

Depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their useful economic lives. The useful economic lives of fixed assets are detailed below:

Leasehold improvements	5 years
Computer and office equipment	3 years
Motor Vehicles	3 years

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 substantially enacted by the balance sheet date.

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's taxable profits and its 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 to the extent that, 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.

Notes to the financial statements (continued)

Taxation (continued)

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 recognized 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 periods 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.

2 Turnover

All turnover derives from services provided to customers based in the UK, and represents the amounts (excluding value added tax) derived from the provision of services, in the form of agents commission during the year.

3 Profit/(loss) on ordinary activities before taxation

	Year to 31 Dec 2006 £000	11 Months to 31 Dec 2005 £000
Profit/(Loss) on ordinary activities before taxation is stated after charging	-	-
Depreciation and other amounts written off tangible fixed assets		
Owned	67	40
Amortisation of and impairments of goodwill	-	361
Directors severance	-	300

Audit fees of £2,000 (2005 2,000) are borne by the ultimate parent undertaking, Ennaceous Group plc, and no recharge is made for such costs.

4 Prior year adjustment

The accounts have been restated to incorporate 2005 costs that did not come to light until 2006.

	£000
Summary of prior year impact	
Increase in administration expenses	860
Increase in creditors – accruals	(860)

Notes to the financial statements (continued)

5 Remuneration of directors

Remuneration in respect of directors was as follows

	Year to 31 Dec 2006 £000	11 Months to 31 Dec 2005 £000
Emoluments receivable	-	244
Compensation for loss of office	-	300
	-	544

Remuneration in respect of the highest paid director was as follows

	Year to 31 Dec 2006 £000	11 Months to 31 Dec 2005 £000
Emoluments receivable	-	239
Compensation for loss of office	-	300
	-	539

The directors have not received any emoluments from the company in the current year, or from companies controlled by the directors

6 Staff costs

The average number of persons employed by the company (including directors) during the period were 55 (2005 78)

The aggregate payroll costs of these persons were as follows

	Year to 31 Dec 2006 £000	11 Months to 31 Dec 2005 £000
Wages and salaries	855	1,373
Social security costs	86	106
	941	1,479

7 Interest receivable

	Year to 31 Dec 2006 £000	11 Months to 31 Dec 2005 £000
Bank interest receivable	4	17

Notes to the financial statements (continued)

8 Taxation on ordinary activities

(a) Analysis of tax charge on ordinary activities

	(restated)	
	11 Months to	
	31 December	
	2006	2005
	£000	£000
Current tax		
Tax Charge for the year/period	-	-

(b) Factors affecting tax charge for the current year/period

The tax assessed for the year/period is lower than that resulting from applying the standard rate of corporation tax in the UK

The differences are explained below

	(restated)	
	11 Months to	
	31 December	
	2006	2005
	£000	£000
Profit/(Loss) on ordinary activities before tax	14	(1882)
UK corporation tax at 30% based on profits	4	(307)
Effects of		
Expenses not deductible for tax purposes	(31)	-
Short term timing differences	8	-
Depreciation in excess of capital allowances	13	-
Effects of prior period adjustment	(226)	-
Group relief surrendered for nil consideration	232	307
Current tax charge for period	-	-

Notes to the financial statements (continued)

9 Tangible fixed assets

	Leasehold improvements £000	Computer equipment £000	Motor vehicles £000	Total £000
Cost At 1 January 2006	15	120	54	189
Additions	-	5	-	5
Disposal	-	(40)	(2)	(42)
At 31 December 2006	15	85	52	152
Depreciation At 1 January 2006	5	24	11	40
Charge for period	5	44	18	67
Depreciation on disposals	-	(26)	(1)	(27)
At 31 December 2006	10	42	28	80
Net book value				
At 31 December 2006	5	44	24	72
At 31 December 2005	10	96	43	149

10 Debtors

	2006 £000	2005 £000
Trade debtors	115	30
Prepayments and accrued income	50	10
	165	40

11 Creditors: amounts falling due within one year

	2006 £000	2005 restated * £000
Trade creditors	52	10
Other taxation and social security	8	79
Accruals and deferred income	132	884
Amounts owed to group undertakings	1,955	1,125
	2,147	2,098

12 Called up share capital

	2006 £	2005 £
Authorised, allocated, called up and fully paid 100 (2005 100) Ordinary Shares of £1 each	100	100

Notes to the financial statements (continued)

13 Reconciliation of movement in shareholders' deficit

	2006 £000	2005 restated * £000
Profit/(Loss) for financial year	14	(1,022)
Net addition to/ (deduction from) shareholders' funds	14	(1,022)
Opening shareholders balance	(1,882)	-
Closing shareholders balance (as previously stated)	(1,868)	(1,022)
Prior period adjustment	-	(860)
Closing shareholders balance (as restated)	(1,868)	(1,882)

14 Profit and loss account

	2006 £000	2005 restated * £000
Balance brought forward	(1,882)	-
Profit/(loss) for the period	14	(1,022)
Balance carried forward (as previously stated)	(1,868)	(1,022)
Prior period adjustment	-	(860)
Balance carried forward (as restated)	(1,868)	(1,882)

* See Note 4

15 Ultimate parent undertaking

The directors consider that at the balance sheet date Erinaceous Group Plc was the ultimate parent company and controlling party. Erinaceous Group Plc was the largest and smallest group of which the company was a member and for which group accounts are prepared.

Copies of the group accounts are available from The Company Secretary, c/o Erinaceous Group plc (in administration), Phoenix House, 11 Wellesley Road, Croydon, CR0 2NW.

Subsequent to the year end the company was sold to Caley Limited, a company controlled by Caley SPV Limited. For further details see note 18.

16 Related party disclosures

The company is exempt from the requirements of Financial Reporting Standard No 8 "Related Party Disclosures" to disclose transactions with other members of the group headed by Erinaceous Group Plc, as it is a wholly owned subsidiary of a company preparing consolidated accounts which are publicly available.

Notes to the financial statements (continued)

17 Contingent liabilities

The company has offered a composite guarantee to the group's bankers that incorporates a right of set-off of liquid balances. The aggregate group liability at 31 December 2006 amounted to £161,900,000 (2005 £79,119,000).

There were no other contingent liabilities at 31 December 2006.

18 Post balance sheet event

The company was formerly part of the Erinaceous Group. On 14 April 2008 administrators were appointed to Erinaceous Group Plc, the parent company of the Erinaceous Group. A number of the Group's operations remained outside of any insolvency proceedings and continued to trade as normal. This includes the Residential division and Johnson Cooper Limited forms part of this division.

These companies were sold on 21 April 2008 to Caley Limited.