

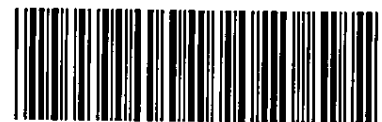
Registration number 5594279

St. Modwen Developments (Wythenshawe) Limited

Annual report and financial statements

for the year ended 30 November 2007

FRIDAY



AXJVA230

A22

08/08/2008

184

COMPANIES HOUSE

St. Modwen Developments (Wythenshawe) Limited

Directors' report for the year ended 30 November 2007

The directors present their report and the financial statements for the year ended 30 November 2007

The directors' report has been prepared in accordance with the special provisions relating to small companies under section 264(4) of the Companies Act 1985

Principal activity and review of the business

The principal activity of the company is that of property development. The directors consider that the result and future prospects are satisfactory. No changes are envisaged.

Results and dividends

The results for the period are set out on page 5.

The directors do not recommend payment of a final dividend (2006 £Nil).

Directors and their interests

The following were directors of the company during the year, none of whom had any interest in the shares of the company:

N G Beaumont
T P Haywood
W A Oliver

Directors' responsibilities

The directors are responsible for preparing 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 those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed,
- 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. Modwen Developments (Wythenshawe) Limited

**Directors' report
for the year ended 30 November 2007**

Disclosure of information to the auditors

Each director at the date of approval of this report confirms that

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware,
- they have taken all steps necessary to be 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

Auditors

Deloitte & Touche LLP, our newly appointed Auditors, have conducted the audit for the year ended 30 November 2007 and have expressed a willingness to remain in office. A resolution to reappoint Deloitte & Touche LLP will be put forward at the Annual General Meeting

This report was approved by the Board on ~~30.06.08~~ and signed on its behalf by



**J Messent
Secretary**

St. Modwen Developments (Wythenshawe) Limited

**Independent auditors' report to the shareholders of
St. Modwen Developments (Wythenshawe) Limited**

We have audited the company's financial statements for the year ended 30 November 2007 which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet and the related notes 1 to 11. 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 the auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and 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.

St. Modwen Developments (Wythenshawe) Limited

**Independent auditors' report to the shareholders of
St. Modwen Developments (Wythenshawe) 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 30 November 2007 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

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Birmingham, United Kingdom

Date: 30.06.08

St. Modwen Developments (Wythenshawe) Limited

**Profit and loss account
for the year ended 30 November 2007**

	Notes	Year ended 30 Nov 07 £	Period from 17 Oct 05 to 30 Nov 06 £
Cost of sales		(6,985)	(1,710)
Gross loss and operating loss		<u>(6,985)</u>	<u>(1,710)</u>
Surplus/(deficit) on revaluation on freehold investment properties		70,799	(70,799)
Profit/(loss) on ordinary activities before taxation	2	<u>63,814</u>	<u>(72,509)</u>
Tax on profit/(loss) on ordinary activities	3	1,513	1,000
Profit/(loss) on ordinary activities after taxation	8	<u><u>65,327</u></u>	<u><u>(71,509)</u></u>

All amounts derive from continuing activities

**Statement of total recognised gains and losses
for the year ended 30 November 2007**

Profit/(loss) on ordinary activities after taxation	- 65,327	(71,509)
Unrealised surplus on revaluation of investment properties	61,951	-
Total recognised gains/(losses) relating to the year/period	<u><u>127,278</u></u>	<u><u>(71,509)</u></u>

The notes on pages 7 to 13 form an integral part of these financial statements.

St. Modwen Developments (Wythenshawe) Limited

**Balance sheet
as at 30 November 2007**

	Notes	2007		2006	
		£	£	£	£
Fixed assets					
Tangible assets	4		1,000,000		655,000
Current assets					
Debtors	5	9,165		1	
Creditors: amounts falling due within one year	6	(953,395)		(726,509)	
Net current liabilities			(944,230)		(726,508)
Net assets/(liabilities)			55,770		(71,508)
Capital and reserves					
Called up share capital	7		1		1
Revaluation reserve	8		61,951		-
Profit and loss account	8		(6,182)		(71,509)
Shareholders' funds/(deficit)	9		55,770		(71,508)

The financial statements were approved by the Board on ~~30.06.08~~ and signed on its behalf by



P P Haywood
Director

The notes on pages 7 to 13 form an integral part of these financial statements.

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of certain fixed assets in accordance with applicable United Kingdom company law and accounting standards

Compliance with SSAP 19 "Accounting for investment properties" requires departure from the Companies Act 1985 relating to depreciation and an explanation of the departure is given below

1.2. Turnover and profit recognition

Turnover represents rental income receivable on a straight line basis to first break point in the lease, and other recoveries

1.3. Tangible fixed assets and depreciation

Depreciation is not provided on investment properties which are subject to annual revaluations

1.4. Investment properties

In accordance with SSAP 19, investment properties are revalued annually and the aggregate surplus or temporary deficit is transferred to the revaluation reserve. No depreciation is provided in respect of investment properties

The Companies Act 1985 requires all properties to be depreciated. However, this requirement conflicts with the generally accepted accounting principle set out in SSAP 19. The directors consider that, because these properties are not held for consumption but for their investment potential, to depreciate them would not give a true and fair view, and that it is necessary to adopt SSAP 19 in order to give a true and fair view.

If this departure from the Act had not been made, the profit for the financial year would have been reduced by depreciation. However, the amount of depreciation cannot reasonably be quantified because depreciation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

1.5. Taxation

Current 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

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 company'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

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

1.6. Cash Flow Statement

The company is a 100% subsidiary of St. Modwen Properties PLC. Its cash flows are included in that company's consolidated cash flow statement. Consequently, the company is exempt from the requirement of Financial Reporting Standard 1 (Revised) to prepare a cash flow statement

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

2. Operating profit

2.1. Audit fees

Auditors' remuneration was borne by its parent company, St Modwen Properties PLC. The amounts borne were as follows

	Year ended 30 Nov 2007	Period from 17 Oct 2005 to 30 Nov 2006
	£	£
Fees payable to the company's auditors for the audit of the company's annual accounts	2,000	2,000
Fees payable to the company's auditors for other services to the company – Tax services	1,000	1,000
	<u>3,000</u>	<u>3,000</u>

The 2007 fees were payable to Deloitte & Touche LLP, the 2006 fees were payable to the incumbent auditors Ernst & Young LLP

2.2. Information regarding directors and employees

None of the directors received any remuneration during the year (Period from 17 October 2005 to 30 November 2006 £Nil). The company had no employees (Period from 17 October 2005 to 30 November 2006 Nil) and is managed by its ultimate parent company, St Modwen Properties PLC.

The remuneration of the directors is paid by other group undertakings for both the current financial year and the prior financial period and no part of their remuneration is specifically attributable to their services to this company.

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

3. Tax on profit/(loss) on ordinary activities

	Year ended 30 Nov 2007 £	Period from 17 Oct 2005 to 30 Nov 2006 £
Current tax		
Group relief	(2,000)	(1,000)
Adjustment in respect of prior periods	487	-
	<u>(1,513)</u>	<u>(1,000)</u>

Factors affecting tax credit for the year

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 30% (2006 30%) The differences are explained below

	Year ended 30 Nov 2007 £	Period from 17 Oct 2005 to 30 Nov 2006 £
Profit/(loss) on ordinary activities before taxation	<u>63,814</u>	<u>(72,509)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK at 30% (2006 30%)	19,144	(21,753)
Effects of:		
Disallowed expenses and non taxable income	(21,240)	21,240
Adjustment in respect of prior periods	487	-
Other	96	(487)
Current tax credit for period	<u>(1,513)</u>	<u>(1,000)</u>

The UK Government announced that they would reduce the corporation tax rate for large companies to 28% with effect from 1st April 2008

No provision has been made for the deferred tax asset arising as a result of gains or losses recognised on revaluing investment properties to market value Such tax would become receivable only if the properties were sold The total unprovided deferred tax liability is £10,437 (2006 £nil)

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

4. Tangible fixed assets

	Long leasehold investment properties £
Cost or valuation	
At 1 December 2006	655,000
Additions	212,250
Revaluation	132,750
At 30 November 2007	<u>1,000,000</u>
Net book values	
At 30 November 2007	<u>1,000,000</u>
At 30 November 2006	<u>655,000</u>

Long leasehold investment properties were revalued as at 30 November 2007 by King Sturge & Co, Chartered Surveyors in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, on the basis of open market value

Tangible fixed assets included at a valuation would have been included on a historical cost basis at

	2007 £	2006 £
Long leasehold investment properties	<u>938,049</u>	<u>725,799</u>

5. Debtors

	2007 £	2006
Other debtors	7,164	-
Amounts due from fellow group subsidiaries	2,000	-
Amounts due from parent undertaking	1	1
	<u>9,165</u>	<u>1</u>

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

6. Creditors: amounts falling due within one year	2007	2006
	£	£
Trade creditors	14,984	-
Amounts owed to parent undertaking	938,411	726,509
	<u>953,395</u>	<u>726,509</u>
7. Share capital	2007	2006
	£	£
Authorised equity		
100 Ordinary shares of £1 each	100	100
Allotted, called up and nil paid equity		
1 Ordinary shares of £1 each	1	1
8. Reserves	Revaluation reserve	Profit and loss account
	£	£
At 1 December 2006	-	(71,509)
Revaluation of property	61,951	-
Retained profit for the year	-	65,327
At 30 November 2007	<u>61,951</u>	<u>(6,182)</u>
9. Reconciliation of movements in shareholders' funds	2007	2006
	£	£
Profit/(loss) for the year / period	65,327	(71,509)
Other recognised gains or losses	61,951	-
Net proceeds of equity share issue	-	1
Net addition/(reduction) in shareholders' funds	<u>127,278</u>	<u>(71,508)</u>
Opening shareholders' deficit	(71,508)	-
Closing shareholders' funds/(deficit)	<u>55,770</u>	<u>(71,508)</u>

St. Modwen Developments (Wythenshawe) Limited

**Notes to the financial statements
for the year ended 30 November 2007**

10. Related party transactions

There were no transactions with other companies other than group financing from St Modwen Properties PLC for which no group interest was charged. Note 6 gives the balance outstanding as at the balance sheet date.

11. Ultimate parent undertaking

The ultimate parent company is St Modwen Properties PLC, a company registered in England. Copies of the Group report and accounts of St Modwen Properties PLC are available from the Registered Office at 7 Ridgeway, Quinton Business Park, Birmingham, B32 1AF. This is the largest and smallest group into which this company is consolidated.