

## **Miller (Standishgate) Limited**

### **Directors' report and financial statements**

For the year ending 31 December 2007

Registered number 05605481

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## **Contents**

Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and financial statements	2
Independent auditors' report to the members of Miller (Standishgate) Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

## **Directors' report**

The directors present their annual report and the audited financial statements for the year ending 31 December 2007

## **Principal activities**

The principal activities of the company are those of property development and management

## **Business review**

The profit after providing for taxation amounted to £3,221 (2006 loss £89,197)

## **Proposed dividend**

The directors do not recommend the payment of a dividend

## **Directors**

The directors who held office during the year were as follows

DW Borland (appointed 20th August 2007)  
J M Jackson  
D Milloy  
P H Miller  
M Wood  
A Sutherland

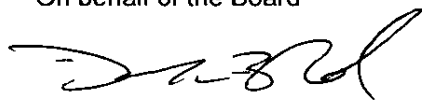
## **Disclosure of information to auditors**

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**

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company will be proposed at the forthcoming annual general meeting

On behalf of the Board



**D Borland**  
**Director**

21 Mar 2008

## **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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 year

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 its financial statements comply with the Companies Act 1985. 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



**KPMG LLP**

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG  
United Kingdom

## **Independent auditors' report to the members of Miller (Standishgate) Limited**

We have audited the financial statements of Miller (Standishgate) Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 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 auditors**

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK 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 are properly prepared in accordance with the Companies Act 1985. In addition, we 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.

### **Opinion**

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year,
- 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.

**KPMG LLP**  
Chartered Accountants  
Registered Auditor

Date  
31 March 2008

**Profit and loss account**  
**for the year ending 31 December 2007**

		2007 £	14 month period ending 31 December 2006 £
	<i>Note</i>		
<b>Turnover</b>	2	<b>354,897</b>	337,364
Cost of sales		-	(125,357)
<b>Gross profit</b>		<b>354,897</b>	212,007
Administrative expenses		(4)	(9)
<b>Operating profit</b>		<b>354,893</b>	211,998
Other interest receivable and similar income	5	12,807	4,157
Interest payable and similar charges	6	(364,479)	(305,352)
<b>Profit/(loss) on ordinary activities before taxation</b>	3	<b>3,221</b>	(89,197)
Tax on profit/(loss) on ordinary activities	7	-	-
<b>Profit/(loss) for the financial year/period</b>	13	<b>3,221</b>	(89,197)

The company has no recognised gains or losses other than the profit/(loss) for the above financial year/period

The profit for the financial year has been derived from continuing activities

**Balance sheet  
 at 31 December 2007**

	Note	2007 £	2006 £
<b>Current assets</b>			
Stocks	8	6,968,700	6,968,700
Debtors	9	115,170	103,989
Cash at bank and in hand		158,991	99,150
		<u>7,242,861</u>	<u>7,171,839</u>
<b>Creditors</b> amounts falling due within one year	10	<u>(1,968,836)</u>	<u>(1,901,035)</u>
<b>Net Current assets</b>		<u>5,274,025</u>	<u>5,270,804</u>
<b>Creditors</b> amounts falling due after one year	11	<u>(5,360,000)</u>	<u>(5,360,000)</u>
<b>Net liabilities</b>		<u>(85,975)</u>	<u>(89,196)</u>
<b>Capital and reserves</b>			
Called up share capital	12	1	1
Profit and loss account	13	(85,976)	(89,197)
<b>Deficit in shareholders' funds</b>	14	<u>(85,975)</u>	<u>(89,196)</u>

These financial statements were approved by the board of directors on 21 March 2008 and were signed on its behalf by



**D Borland**  
 Director

**Notes**  
**(forming part of the financial statements)**

**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

***Basis of preparation***

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. The financial statements have been prepared on the going concern basis as the parent company has indicated that it will continue to financially support the company.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on grounds of its size.

***Development work in progress***

Development work in progress has been valued at cost plus attributable overheads or net realisable value if lower.

***Taxation***

The charge for taxation is based on the profit for the year end and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

**2 Turnover**

Turnover represents income received from the rental of commercial property and excludes value added for tax. Turnover arises entirely in the United Kingdom.

**3 Auditors' remuneration**

Auditors' remuneration is paid by a fellow subsidiary company, Miller Developments Limited and is disclosed in the accounts of that company.

**4 Remuneration of directors**

There were no emoluments paid to directors during the year. There were no employee costs during the year.



Notes (continued)

**5 Interest receivable and similar income**

	2007 £	14 month period ending 31 December 2006 £
Other	<b>12,807</b>	<b>4,157</b>

**6 Interest payable and similar charges**

	2007 £	14 month period ending 31 December 2006 £
On bank loans and overdrafts	<b>364,479</b>	<b>305,352</b>

**7 Taxation**

Analysis of charge in year

	2007 £	14 month period ending 31 December 2006 £
<i>UK corporation tax</i>		
Current tax on income for the year/period	-	-
Tax on profit/(loss) on ordinary activities	-	-

*Factors affecting the tax charge for the current year*

The current tax charge for the year is lower than (2006 higher than) the standard rate of corporation tax in the UK (30%, 2006 30%) The differences are explained below

	2007 £	14 month period ending 31 December 2006 £
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before tax	<b>3,221</b>	<b>(89,197)</b>
Current tax at 30% (2006 30%)	<b>966</b>	<b>(26,759)</b>
Group relief surrendered for nil consideration	-	26,759
Group relief received for nil consideration	<b>(966)</b>	-
Total current tax charge (see above)	-	-

Notes (continued)

8 Stocks

	2007 £	2006 £
Development work in progress	6,968,700	6,968,700

9 Debtors

	2007 £	2006 £
Trade debtors	115,169	103,988
Amounts owed by group undertakings	1	1
	115,170	103,989

10 Creditors amounts falling due within one year

	2007 £	2006 £
Amounts due to group undertakings	1,831,466	1,766,597
Trade creditors	11,180	4,506
Taxation and social security	30,975	34,113
Accruals and deferred income	95,215	95,819
	1,968,836	1,901,035

11 Creditors: amounts falling due after one year

	2007 £	2006 £
Bank loan (secured)	5,360,000	5,360,000
<b>Analysis of debt</b>		
Debt can be analysed as falling due		
Between two and five years	5,360,000	5,360,000

The bank loan is fully repayable by January 2011. Interest is payable on the outstanding balance at 1.3% above Libor. The bank loan is secured by a debenture from the company and a legal charge over the development work in progress.

12 Called up share capital

	2007 £	2006 £
<b>Authorised, allocated, called up &amp; unpaid</b>		
Ordinary shares of £1 each	1	1

**Notes (continued)**

**13 Profit and loss account**

	<b>Profit and loss account £</b>
At beginning of year	(89,197)
Profit for the year	3,221
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At end of year	(85,976)
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**14 Reconciliation of movements in shareholders' deficit**

	<b>2007 £</b>
<b>Profit for the financial year</b>	<b>3,221</b>
	<hr/>
<b>Net addition in shareholders' deficit</b>	<b>3,221</b>
Opening shareholders' deficit	(89,196)
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<b>Closing shareholders' deficit</b>	<b>(85,975)</b>
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**15 Ultimate parent company**

The company is a subsidiary undertaking of The Miller Group, a company registered in Scotland. The Accounts of The Miller Group can be obtained from the Register of Companies, Companies House, 37 Castle Terrace, Edinburgh EH1 2GB.