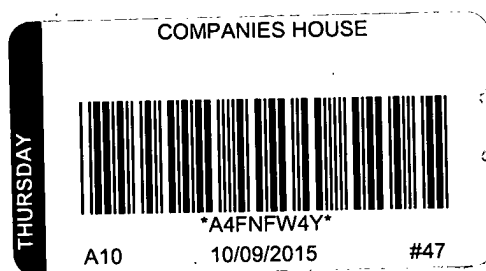


Company Registered No: 05640967

NORTHANTS DEVELOPMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2014



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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

D C Grant
J M Rowney
B I M Turnbull

SECRETARY:

RBS Secretarial Services Limited

REGISTERED OFFICE:

1 Princes Street
London
England
EC2R 8PB

INDEPENDENT AUDITOR:

Deloitte LLP
Chartered Accountants and Statutory Auditor
Hill House
1 Little New Street
London
EC4A 3TR
United Kingdom

Registered in England and Wales

DIRECTORS' REPORT

The directors of Northants Developments Limited ("the Company") present their annual report together with the audited financial statements for the year ended 31 December 2014.

ACTIVITIES AND BUSINESS REVIEW

The Directors' Report has been prepared in accordance with the special provisions available to companies entitled to the small companies' exemption and therefore does not include a strategic report.

Principal activity

The principal activity of the Company was previously property development. The Company has disposed of all its development property during the year and the Company has ceased to trade.

The Company is a subsidiary of The Royal Bank of Scotland Group plc which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of The Royal Bank of Scotland Group plc review these matters on a group basis. Copies can be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or at www.rbs.com.

Business review

The directors are satisfied with the Company's performance in the year.

FINANCIAL PERFORMANCE

The Company's financial performance is presented on page 7.

The operating profit before taxation for the year was £3,287,093 (2013: loss of £2,766,399). The retained profit for the year was £3,287,093 (2013: loss of £2,123,307).

At the end of the year total assets were £731,318 (2013: £9,839,554).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company seeks to minimise its exposure to financial risks.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including currency, maturity, interest rate and liquidity. It is undertaken within limits and other policy parameters set by the RBS Asset and Liability Management Committee (RBS ALCO).

The major risks associated with the Company's business are liquidity and interest rate risks. The Company has no material liquidity risk as it has access to group funding. The Company's exposure to interest rate risk is not considered to be significant as interest arises on amounts due to group undertakings.

The Company is funded by facilities from The Royal Bank of Scotland plc. These are denominated in the functional currency and carry no significant financial risk.

The principal risks associated with the Company's businesses are as follows:

Market risk

Market risk is the potential for loss as a result of adverse changes in risk factors including interest rates, foreign currency and equity prices together with related parameters such as market volatilities.

DIRECTORS' REPORT**PRINCIPAL RISKS AND UNCERTAINTIES (continued)****Interest rate risk**

Interest rate risk arises where assets and liabilities have different repricing maturities. The only interest bearing financial assets or liabilities are cash balances held.

The sensitivity analysis below has been determined based on the exposure to interest rates at the balance sheet date. The analysis is prepared on the assumption that the balances receivable and/or payable at the balance sheet date were receivable and/or payable for the whole year.

If interest rates had been 0.5% higher and all other variables were held constant, the Company's profit before tax for the year would have increased by £3,657. This is mainly due to the Company's exposure to interest rates on its variable rate balances. There would be no other impact on equity.

Operational risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, fraud or inadequate internal financial controls and procedures. The Company manages this risk, in line with The Royal Bank of Scotland Group plc framework, through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The group also maintains contingency facilities to support operations in the event of disasters.

GOING CONCERN

The Company is not currently trading and it is the intention of the directors to wind up the Company within the next 12 months. As required by IAS 1 – presentation of Financial Statements, management has prepared the financial statements on a basis other than that of going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 1.

From 1 January 2014 to date the following changes have taken place:

Directors**Appointed****Resigned**

I F Nicol

10 October 2014

DIRECTORS' REPORT**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare a Directors' Report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101), and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and 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 FRS 101 has been followed; and
- make an assessment of the Company's ability to continue as a going concern.

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 to enable them to ensure that the Directors' Report and financial statements comply with the requirements of the Companies Act 2006. 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.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the directors 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 auditor is unaware; and
- the director has taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

INDEPENDENT AUDITOR

Deloitte LLP has expressed its willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf:



J M Rowney
Director
Date: 10 August 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHANTS DEVELOPMENTS LIMITED

We have audited the financial statements of Northants Developments Limited ("the Company") for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

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, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1a to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Opinion on other matter prescribed by the Companies Act 2006

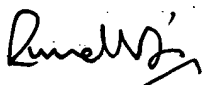
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHANTS DEVELOPMENTS LIMITED

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 take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Russell Davis, FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor,

London, United Kingdom

10 August 2015

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2014

		2014 £	2013 £
Discontinued operations	Notes		
Revenue	3	12,700,125	-
Cost of sales	4	(9,323,462)	-
Gross profit before tax		3,376,663	-
Administrative expenses	5	(14,058)	(20,569)
Operating profit/(loss)		3,362,605	(20,569)
Interest payable	6	(75,512)	(129,656)
Impairment of development property	7	-	(2,616,174)
Profit/(loss) on ordinary activities before tax		3,287,093	(2,766,399)
Tax credit	8	-	643,092
Profit/(loss) and total comprehensive income/(loss) for the financial year		3,287,093	(2,123,307)

The accompanying notes form an integral part of these financial statements.

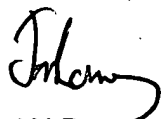
BALANCE SHEET

as at 31 December 2014

	Notes	2014 £	2013 £
Current assets			
Development property	9	-	9,196,462
Prepayments, accrued income and other assets	10	5	643,092
Cash at bank	11	731,313	-
		731,318	9,839,554
Total assets		731,318	9,839,554
Creditors: amounts falling due within one year			
Bank overdraft	12	-	12,384,550
Amounts due to group undertakings	13	2,902	2,902
Accruals, deferred income and other liabilities	14	7,109	17,888
Total liabilities		10,011	12,405,340
Equity: capital and reserves			
Called up share capital	15	3	3
Profit and loss account		721,304	(2,565,789)
Total shareholders' funds		721,307	(2,565,786)
Total liabilities and shareholders' funds		731,318	9,839,554

The accompanying notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 10 August 2015 and signed on its behalf by:



J M Rowney
Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2014

	Share capital £	Profit and loss account £	Total £
At 1 January 2013	3	(442,482)	(442,479)
Loss for the year	-	(2,123,307)	(2,123,307)
At 31 December 2013	3	(2,565,789)	(2,565,786)
Profit for the year	-	3,287,093	3,287,093
At 31 December 2014	3	721,304	721,307

Total comprehensive income for the year of £3,287,093 (2013: loss of £2,123,307) was wholly attributable to the equity holders of the Company.

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies****a) Preparation and presentation of financial statements**

These financial statements are prepared on a basis other than going concern and have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS) and under Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The Company meets the definition of a qualifying entity under FRS 100: Application of Financial Reporting Requirements issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital resources, presentation of a cash-flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of The Royal Bank of Scotland plc, these accounts are available to the public and can be obtained as set out in note 16.

The financial statements are prepared on the historical cost basis.

The Company's financial statements are presented in Sterling which is the functional currency of the Company.

The Company is incorporated in the UK and registered in England and Wales. The Company's financial statements are presented in accordance with the Companies Act 2006.

The Company ceased to trade during the financial year. This did not require the company to re-measure, re-classify or adjust the settlement date of any assets or liabilities. IAS 1 paragraph 25 "Presentation of Financial Statements" describes the preparation of financial statements in such circumstances as being other than on a going concern basis.

There are a number of changes to IFRSs that were effective from 1 January 2014. They have had no material effect on the Company's financial statement for the year ended 31 December 2014.

b) Revenue recognition

Revenue represents the total value of construction works on developments sold during the year. Construction work in progress, classified as current assets, represents construction and development work stated at the lower of cost or net realisable value. Cost represents direct materials, labour, production and capitalised interest incurred during the period of development. Interest payable directly attributable to the construction or production of a qualifying asset is capitalised as part of the cost of the asset. The capitalised interest is calculated using the weighted average method. Profit on each development is taken to the statement of comprehensive income on completion and sale of that development to the parent or other group company, and the transfer of all related risks and rewards of ownership.

c) Taxation

Income tax expense or income, comprising current tax and deferred tax, is recorded in the Profit and Loss Account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

d) Development property

Development property is stated at the lower of cost and net realisable value. Cost comprises direct cost of land and buildings, materials and where applicable direct labour and those overheads that have been incurred in bringing the development properties to their present location and condition. Cost is calculated at the actual amount paid or accrued. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing and selling.

Impairment of development property

At each reporting date, the Company assesses whether there is any indication that its development property is impaired. If any such indication exists, the Company estimates the recoverable amount of the asset and the impairment loss if any.

e) Financial assets

On initial recognition, financial assets are classified as loans and receivables.

Loans and receivables

Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method less any impairment losses.

f) Impairment of financial assets

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets classified as available-for-sale or loans and receivables is impaired. A financial asset or portfolio of financial assets is impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

g) Financial liabilities

On initial recognition financial liabilities are classified into held-for-trading; designated as at fair value through profit or loss; or amortised cost.

Other than derivatives, which are recognised and measured at fair value, all financial liabilities are measured at amortised cost using the effective interest method.

2. Critical accounting policies and key sources of estimation uncertainty

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. UK company law and IFRS require the directors, in preparing the Company's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable and prudent. In the absence of an applicable standard or interpretation, IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors', requires management to develop and apply an accounting policy that results in relevant and reliable information in the light of the requirements and guidance in IFRS dealing with similar and related issues and the IASB's Framework for the Preparation and Presentation of Financial Statements. The judgements and assumptions involved in the Company's accounting policies that are considered by the directors to be the most important to the portrayal of its financial condition are discussed below. The use of estimates, assumptions or models that differ from those adopted by the Company would affect its reported results.

Development property

The recoverable amount of development property, which is not yet subject to a customer contract, depends on the assessment of the market value on completion of the development.

NOTES TO THE FINANCIAL STATEMENTS

3. Revenue

	2014 £	2013 £
Sale of development property	<u>12,700,125</u>	-

4. Cost of sales

	2014 £	2013 £
Disposal of development property	9,196,462	-
Other cost	<u>127,000</u>	-
	<u>9,323,462</u>	-

5. Administrative expenses

	2014 £	2013 £
Legal and professional fees	6,867	13,508
Audit fees	7,091	7,000
Bank charges	<u>100</u>	<u>61</u>
	<u>14,058</u>	<u>20,569</u>

Other than the audit fees disclosed above, no additional remuneration was payable to the auditors for any other services.

Staff costs, number of employees and directors' emoluments

All staff and directors were employed by The Royal Bank of Scotland plc, the accounts for which contain full disclosure of employee benefit expenses incurred in the period including share based payments and pensions. The Company has no employees and pays a management charge for services provided by other group companies. The directors of the Company do not receive remuneration for specific services provided to the Company (2013: £nil).

6. Interest payable

	2014 £	2013 £
Interest payable to The Royal Bank of Scotland plc	<u>75,512</u>	<u>129,656</u>

7. Impairment of development property

	2014 £	2013 £
Impairment loss on development property	<u>-</u>	<u>2,616,174</u>

NOTES TO THE FINANCIAL STATEMENTS

8. Tax

	2014 £	2013 £
Current tax:		
UK corporation tax credit for the year	-	(643,093)
Over provision in respect of prior periods	-	1
	-	(643,092)

The actual tax credit does not differ from the expected tax credit computed by applying the blended rate of UK corporation tax of 21.5% (2013: 23.25%) as follows:

	2014 £	2013 £
Expected tax credit	706,500	(643,093)
Deductible items	(2,692)	-
Losses brought forward and utilised	(703,808)	-
Actual tax credit for the year	-	(643,092)

The changes to tax rates and capital allowances proposed in recent years are not expected to have a material effect on the company.

9. Development property

	2014 £	2013 £
At 1 January	9,196,462	11,812,636
Disposals	(9,196,462)	-
Impairments	-	(2,616,174)
At 31 December	-	9,196,462

10. Prepayments, accrued income and other assets

	2014 £	2013 £
Group relief receivable	5	643,092

11. Cash at bank

	2014 £	2013 £
Cash at bank	731,313	-

12. Bank overdraft

	2014 £	2013 £
Overdrafts:		
The Royal Bank of Scotland plc	-	12,384,550

NOTES TO THE FINANCIAL STATEMENTS

13. Amounts due to group undertakings

	2014 £	2013 £
Gatehouse Way Developments Limited	<u>2,902</u>	<u>2,902</u>

14. Accruals, deferred income and other liabilities

	2014 £	2013 £
Accruals	<u>7,109</u>	<u>17,888</u>

15. Share capital

	2014 £	2013 £
Equity Shares		
Authorised:		
100 Ordinary Shares of £1	<u>100</u>	<u>100</u>
Allotted, called up and fully paid:		
3 Ordinary Shares of £1	<u>3</u>	<u>3</u>

The Company has one class of Ordinary Shares which carry no right to fixed income.

16. Related parties

UK Government

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Financial Investments Limited, a company it wholly owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they include the payment of taxes including UK corporation tax and value added tax.

Group undertakings

The Company's immediate parent company is Property Ventures (B&M) Limited, a company incorporated in the UK and registered in England and Wales. As at 31 December 2014, The Royal Bank of Scotland plc, a company incorporated in the UK and registered in Scotland, heads the smallest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.

The Company's ultimate holding company is The Royal Bank of Scotland Group plc, a company incorporated in the UK and registered in Scotland. As at 31 December 2014, The Royal Bank of Scotland Group plc heads the largest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.