

**SENTRUM LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011**

Company Registration Number 05702761

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## **SENTRUM LIMITED**

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## **SENTRUM LIMITED**

### **DIRECTORS' REPORT**

#### **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2011**

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

#### **PRINCIPAL ACTIVITY**

In May 2006, the Company entered into a 25 year leasehold interest on a vacant warehouse building in Beddington Lane, Croydon. The facility provides 67,000 sq ft of net technical space. Each bespoke customer solution is housed within a private data suite, with dedicated plant situated to maximise the usage of the technical space. The data centre also offers in excess of 4,000 sq ft of dedicated office space.

During 2007, the Company developed and handed over 36,000 sq ft of developed space to tenants with the remaining 35,000 sq ft being completed and handed over in April 2008. The facility is fully let.

#### **BUSINESS REVIEW**

Sentrum Limited was set up to lease technical data centre space to blue chip clients on a mid to long term basis. As of July 2008 the business had fully let all available technical data centre space. Due to the nature of the contracts with tenants, the business will be fully income producing for at least the next five years. Growth in revenue will come from contracted fixed annual uplifts from existing tenants.

Currently the majority of income is used to service the debt. The debt in place is amortizing on a quarterly basis and the term is in line with the contracted income. The debt should be virtually zero at the end of current tenant contracts. This debt structure does have a cash sweep but puts the company in a stable position allowing shareholders to realise a debt free asset at the end of the initial tenant contracts without having to renew the contracts or indeed getting a new tenant to come in.

Sentrum Limited's strategy going forward is to continue to decrease debt. There is no intention currently to acquire or indeed develop another data centre. This hold position will be in place for the near and mid-term future. Once the current contracts are within 18 months of proposed expiration the company will enter into negotiations to either extend or in the event of termination to re-let the space.

#### **DIVIDEND**

The Company made a profit for the year of £2,569,738 (2010: £2,064,226) which has been transferred to reserves.

The Directors do not recommend the payment of a dividend (2010: £ Nil).

#### **DIRECTORS AND DIRECTORS' INTERESTS**

The Directors who served during the year and to date are:

A J Ruhan

F J Sodzawiczny

No Directors hold any interest in the company.

All the Directors offer themselves for reappointment at the forthcoming Annual General Meeting.

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 they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of the information.

## **SENTRUM LIMITED**

### **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2011 (continued)**

#### **REGISTERED OFFICE**

Suite 426, Linen Hall, 162-168 Regent Street, London, W1B 5TE

#### **AUDITORS**

Our Auditors, KPMG Audit LLC, being eligible, have expressed their willingness to continue in office in accordance with Section 485 of the Companies Act 2006.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 the law they have elected to prepare financial statements in accordance with UK Accounting Standards and applicable law (UK Generally accepted Accounting Practice)

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, and
- make judgements and estimates that are reasonable and prudent,
- 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 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 its 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

On behalf of the Board



Director  
A J Ruhan

## **SENTRUM LIMITED**

### **Report of the Independent Auditors, KPMG Audit LLC, to the members of Sentrum Limited**

We have audited the financial statements of Sentrum Limited for the year ended 31 December 2011 set out in pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards.

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 Auditors*

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the Directors are responsible for the preparation of the financial statements that give a true and fair view.

Our responsibility is to audit, and express 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 the audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

#### *Opinion*

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 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

#### *Opinion on other matters 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.

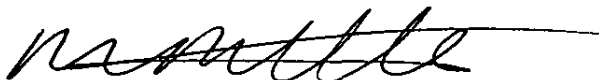
**SENTRUM LIMITED**

**Report of the Independent Auditors, KPMG Audit LLC, to the members of Sentrum Limited (continued)**

*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 require us to report to you if, in our opinion

- proper books of account have not been kept and proper returns adequate for our audit have not been received from branches not visited by us or
- the Company's balance sheet and profit and loss account are not in agreement with the books of account 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



5 June 2017

**Mark Russell Kelly (Senior Statutory Auditor)**  
for and on behalf of KPMG Audit LLC, Statutory Auditor  
Chartered Accountants  
Heritage Street  
41 Athol Street  
Douglas  
Isle of Man IM99 1HN

**SENTRUM LIMITED****PROFIT AND LOSS ACCOUNT****For the year ended 31 December 2011**

	Notes	2011 £	2010 £
Turnover	2	14,547,087	13,321,559
Cost of sales		(5,330,424)	(3,847,949)
Gross profit		<u>9,216,663</u>	<u>9,473,610</u>
Administrative expenses		(3,216,870)	(3,137,179)
Operating profit	3, 17	<u>5,999,793</u>	<u>6,336,431</u>
Interest receivable and similar income	5	818,528	302,965
Interest payable and similar charges	6	(4,248,583)	(4,575,170)
Profit on ordinary activities before taxation		<u>2,569,738</u>	<u>2,064,226</u>
Taxation	7	-	-
Retained profit for the financial year	15	<u>2,569,738</u>	<u>2,064,226</u>
Brought forward profit/(loss)		1,963,739	(100,487)
Carried forward profit		<u><u>4,533,477</u></u>	<u><u>1,963,739</u></u>

The Directors consider that all results derive from continuing activities

Other than those dealt with in the profit and loss account there are no other recognised gains or losses in either the current or prior year

The notes on pages 8 to 13 form part of these financial statements

**SENTRUM LIMITED**

**BALANCE SHEET**

**As at 31 December 2011**

	Notes	£	2011 £	£	2010 £
<b>FIXED ASSETS:</b>					
Tangible Fixed Assets	8		51,217,663		54,346,267
<b>CURRENT ASSETS:</b>					
Debtors	9	13,331,391		13,531,088	
Cash at bank and in hand		<u>3,088,716</u>		<u>2,897,833</u>	
		16,420,107		16,428,921	
<b>CREDITORS: Amounts falling due within one year</b>	10	<u>(14,877,190)</u>		<u>(11,188,960)</u>	
<b>NET CURRENT ASSETS:</b>			<u>1,542,917</u>		<u>5,239,961</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES:</b>			52,760,580		59,586,228
<b>CREDITORS Amounts falling due after one year</b>	11		(48,227,101)		(57,622,487)
<b>NET ASSETS.</b>			<u>4,533,479</u>		<u>1,963,741</u>
<b>CAPITAL AND RESERVES:</b>					
Called up share capital	14		2		2
Profit for the period	15		2,569,738		2,064,226
Retained profit/(loss)	15		1,963,739		(100,487)
<b>EQUITY SHAREHOLDERS' FUNDS:</b>	16		<u>4,533,479</u>		<u>1,963,741</u>

The notes on page 8 to 13 form part of these financial statements

Approved by the Board of Directors on 4 June 2012 and signed on its behalf by



Director  
A J Ruhan



**SENTRUM LIMITED**

**CASHFLOW STATEMENT**

For the year ended 31 December 2011

	Notes	2011 £	2010 £
Net cash inflow from operating activities	17	9,131,082	14,741,077
<b>Returns on investments and servicing of finance</b>			
Interest received	5	818,528	302,965
Interest paid	6	<u>(4,248,583)</u>	<u>(4,575,170)</u>
<b>Net cash outflow from returns on investments and servicing of finance</b>		<b>(3,430,055)</b>	<b>(4,272,205)</b>
<b>Net cash inflow before financing</b>		<b><u>5,701,027</u></b>	<b><u>10,468,872</u></b>
<b>Financing</b>			
Unsecured loan	11	252,328	1,256,224
Repayment of Secured Loans	11	<u>(5,762,472)</u>	<u>(11,215,659)</u>
<b>Net cash outflow from financing</b>		<b><u>(5,510,144)</u></b>	<b><u>(9,959,435)</u></b>
 Increase in cash in the year		 <b><u>190,883</u></b>	 <b><u>509,437</u></b>
Cash brought forward		2,897,833	2,388,396
<b>Cash carried forward</b>		<b><u>3,088,716</u></b>	<b><u>2,897,833</u></b>

The notes on pages 8 to 13 form part of these financial statements

## **SENTRUM LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

Notes to the financial statements for the year ended 31 December 2011

#### **1 Accounting policies**

The financial statements have been prepared in accordance with applicable UK Accounting Standards and a summary of the accounting policies, which have been applied consistently throughout the period, is set out below

##### **Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention

##### **Going concern**

The Directors consider it appropriate to prepare the financial statements on a going concern basis

##### **Fixed Assets**

Fixed assets are stated in the balance sheet at cost less depreciation

##### **Rental income turnover**

Rentals received under operating leases are credited to the profit and loss account on a straight-line basis over the lease term, even if the payments are not received on such a basis. Benefits provided as an incentive for the tenant to sign an operating lease are similarly spread on a straight-line basis over the term of the lease, except where the period to review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used

##### **Leases**

Where leases are accounted for as operating leases, the rentals are charged to the profit and loss account on a straight-line basis over the life of the lease

##### **Taxation**

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

##### **Depreciation**

Depreciation has been provided on a straight line basis in order to write off the cost of depreciable fixed assets over their estimated useful lives. Assets are depreciated when each phase of the development is completed. The rates used are

Electrical	30 years
Mechanical	15 years
Other equipment	20 years
Specified tenant variations	10 years
Electrical and IT	22.4 years
Professional fees	22.4 years
Landlord works	22.4 years

**SENTRUM LIMITED****NOTES TO THE FINANCIAL STATEMENTS****Notes to the financial statements for the year ended 31 December 2011 (continued)****2 Turnover**

Turnover is wholly attributable to the principal activities of the company and arises solely within the United Kingdom

<b>3 Operating profit</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Operating profit is stated after charging		
Audit Fee	9,713	8,798
Depreciation	3,128,604	3,059,991
Land and building - operating leases	<u>2,313,374</u>	<u>2,050,716</u>

**4 Directors' remuneration**

The Directors received no remuneration for services to the Company during the year (2010: None)

There are no employees in the Company (2010: None)

<b>5 Interest receivable and similar income</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Bank interest	4,874	6,101
Other interest	813,654	296,864
	<u>818,528</u>	<u>302,965</u>

<b>6 Interest payable and similar charges</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Loan interest	4,248,583	4,575,170
	<u>4,248,583</u>	<u>4,575,170</u>

**SENTRUM LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

Notes to the financial statements for the year ended 31 December 2011 (continued)

<b>7</b>	<b>Tax on loss on ordinary activities</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
		<b>£</b>	<b>£</b>
	<b>a) Analysis of tax in the year</b>		
	<b>Current Tax</b>		
	UK corporation tax at 26.5% (2010: 28%)	-	-
	<b>Tax on profit on ordinary activities</b>		
	<b>b) Factors affecting the tax charge for the current year</b>		
	The tax assessed for the year is lower (2010: lower) than the rate of UK corporation tax. The differences are explained below.		
	Profit on ordinary activities before tax	<u>2,569,738</u>	<u>2,064,226</u>
	<b>Current tax at 26.5% (2010: 28%)</b>	<u>680,981</u>	<u>577,983</u>
	Effects of		
	(Over)/under provision from previous years	-	-
	Depreciation in excess of capital allowances	(680,981)	-
	Non-deductible expenses	-	-
	Losses carried forward/(utilised)	-	(577,983)
	<b>Current tax charge for the year</b>	<u>-</u>	<u>-</u>
<b>8</b>	<b>Fixed assets</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
		<b>£</b>	<b>£</b>
	<b>Cost at 1 January</b>	63,299,502	63,299,502
	Additions	-	-
	Disposals	-	-
	<b>Cost at 31 December</b>	<u>63,299,502</u>	<u>63,299,502</u>
	Depreciation as at 1 January	(8,953,235)	(5,893,244)
	Depreciation Charge for the year	(3,128,604)	(3,059,991)
	<b>Depreciation at 31 December</b>	<u>(12,081,839)</u>	<u>(8,953,235)</u>
	<b>Net book value</b>		
	<b>At 31 December</b>	<u>51,217,663</u>	<u>54,346,267</u>

# **SENTRUM LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**Notes to the financial statements for the year ended 31 December 2011 (continued)**

<b>9 Debtors</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Trade debtors	-	708,854
Other debtors	498,530	567,658
Prepayments and accrued income	341,260	306,009
Intercompany Sentrum (Croydon) Limited	11,939,352	11,939,352
Intercompany Sentrum Services Limited	552,249	-
Intercompany Sentrum Holdings Limited	-	9,215
	<u>13,331,391</u>	<u>13,531,088</u>

The intercompany amount with Sentrum (Croydon) Limited represents a loan and interest on the loan. The intercompany amount with Sentrum Services Limited represents rental cost in respect of the Camberley site. Intercompany amounts were unsecured, interest free and repayable on demand.

<b>10 Creditors amounts falling due within one year</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Bank and other borrowings (note 12)	9,619,393	5,909,709
Trade creditors	16,544	74,052
Other creditors	593,753	655,099
Accruals and deferred income	3,668,915	3,719,425
Intercompany Sentrum (Croydon) Limited	251,648	253,650
Intercompany Sentrum Services Limited	369,740	417,476
Intercompany Sentrum Holdings Limited	357,197	159,549
	<u>14,877,190</u>	<u>11,188,960</u>

The intercompany with Sentrum (Croydon) Limited represents rent payable for the property at Beddington Lane, Croydon. The intercompany with Sentrum Services Limited represent power costs relating to this company. The intercompany amount with Sentrum Holdings Limited represents interest on the shareholder loan.

<b>11 Creditors amounts falling due after one year</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Bank and other borrowings (note 12)	47,012,228	56,232,056
Deferred income	744,294	895,676
UITF 28 Creditor	470,579	494,755
	<u>48,227,101</u>	<u>57,622,487</u>

# **SENTRUM LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

Notes to the financial statements for the year ended 31 December 2011 (continued)

12 Bank and other borrowings	31-Dec-11 £ Due within one year	31-Dec-11 £ Due after one year	31-Dec-10 £ Due within one year	31-Dec-10 £ Due after one year
<b>Anglo loan facility</b>				
Total Outstanding Balance £51,942,730 (2010 £57,852,946)	6,439,055	45,503,676	5,909,709	51,943,237
<b>Investec loan facility</b>				
Total Outstanding Balance £3,180,338 (2010 £3,032,595)	3,180,338	-	-	3,032,595
<b>Shareholder loan facility</b>				
Total Outstanding Balance £1,508,552 (2010 £1,256,224)	-	1,508,552	-	1,256,224
	<u>9,619,393</u>	<u>47,012,228</u>	<u>5,909,709</u>	<u>56,232,056</u>

**Anglo loan facility**  
Facility £72,000,000  
Term Final Maturity Date -- 30 November 2017  
Repayment Terms Interest and Amortisation  
Interest Margin plus LIBOR plus Mandatory Costs  
Security All the assets of the borrower

**Investec loan facility**  
Facility £64,450,312  
Term Final Maturity Date Dec 2012  
Repayment Terms Interest Only  
Interest Margin plus LIBOR plus MLA costs  
Security A debenture over all the assets of the borrower

**Shareholder loan facility - Part 1**  
Amount £1,084,980  
Term Final Maturity Date Jan 2015  
Repayment Terms repayment due at the end of the term  
Interest 20%  
Security Unsecured

**Shareholder loan facility - Part 2**  
Amount £423,572  
Term Final Maturity Date Aug 2014  
Repayment Terms repayment due at the end of the term  
Interest 15%  
Security Unsecured

## **13 Commitment due under lease - Beddington Lane, Croydon**

As at 31 December 2011, the Company was committed to making the following payments under non cancellable operating leases

	31-Dec-11 £	31-Dec-10 £
Amount due < 1 year	604,418	604,418
Amount due 2-5 years	3,625,508	3,625,508
Amount due > 5 years	7,193,016	8,401,852
	<u>11,422,942</u>	<u>12,631,778</u>

# **SENTRUM LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

Notes to the financial statements for the year ended 31 December 2011 (continued)

<b>14 Share Capital</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Authorised		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>
<b>15 Reserves</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Profit/(Loss) at start of year	1,963,739	(100,487)
Profit for the year	<u>2,569,738</u>	<u>2,064,226</u>
As at the end of the year	<u>4,533,477</u>	<u>1,963,739</u>
<b>16 Reconciliation of movement in equity shareholders' funds</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Brought forward equity shareholders' funds/(deficit)	1,963,741	(100,485)
Profit in the year	2,569,738	2,064,226
Closing equity shareholder's funds	<u>4,533,479</u>	<u>1,963,741</u>
<b>17 Reconciliation of operating profit to net cash inflow from operating activities</b>	<b>31-Dec-11</b>	<b>31-Dec-10</b>
	<b>£</b>	<b>£</b>
Operating profit in the year	5,999,793	6,336,431
Depreciation	3,128,604	3,059,991
Deferred Income	(151,382)	(151,382)
UITF Creditor	(24,176)	(24,197)
Decrease in debtors	199,697	1,093,180
(Decrease)/Increase in creditors	(21,454)	4,427,054
Net cash inflows from operating activities	<u>9,131,082</u>	<u>14,741,077</u>
<b>18 Ultimate parent company and controlling party</b>		

At the 31 December 2011, the Directors regard Glen Moar Properties Limited, a Company registered in the British Virgin Islands, as the Company's ultimate parent company. This Company is controlled by the Trustees of the Arena Settlement.

# **SENTRUM LIMITED**

## **DETAILED PROFIT AND LOSS ACCOUNT**

**Profit and Loss Account for the year ended 31 December 2011**

	2011		2010	
	£	£	£	£
<b>Turnover</b>				
Rental income		12,143,697		11,824,413
Recharge income		1,160,846		380,142
Power recharges		1,242,544		1,117,004
		<u>14,547,087</u>		<u>13,321,559</u>
<b>Cost of sales</b>				
Rental expenditure	(2,313,374)		(2,091,154)	
Direct costs	(1,778,301)		(623,295)	
Power	(1,236,379)		(1,117,462)	
Insurance payable	(2,370)		(16,038)	
		<u>(5,330,424)</u>		<u>(3,847,949)</u>
<b>Gross profit</b>		9,216,663		9,473,610
<b>Administrative Costs</b>				
Legal and professional fees	(78,154)		(66,800)	
Audit fees	(9,713)		(8,798)	
Depreciation	(3,128,604)		(3,059,991)	
General expenses	(79)		(1,267)	
Bank charges	(320)		(323)	
		<u>(3,216,870)</u>		<u>(3,137,179)</u>
<b>Operating profit</b>		<u>5,999,793</u>		<u>6,336,431</u>
Interest receivable and similar income		818,528		302,965
Interest payable and similar charges		(4,248,583)		(4,575,170)
<b>Profit on ordinary activities before taxation</b>		<u><u>2,569,738</u></u>		<u><u>2,064,226</u></u>

This does not form part of the audited financial statements