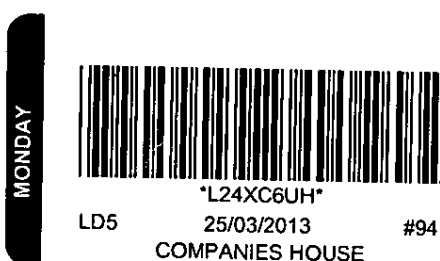


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**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**

**Company Registration No. 06110289**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**



**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Annual report and financial statements**  
**For the year ended 31 December 2012**

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**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Company information**

<b>Directors</b>	R J Dixon	
	A J Livingston	(Appointed 7 September 2012)
	P Whitmore	
	E S Battey	(Resigned 7 September 2012)
	D K Mulligan	(Resigned 25 February 2013)
<b>Secretary</b>	I M Nettleship	
<b>Head office</b>	10 Fumival Street London EC4A 1AB	
<b>Registered office</b>	Kent House 14 – 17 Market Place London W1W 8AJ	
<b>Independent auditor</b>	Deloitte LLP Chartered Accountants and Registered Auditor London, United Kingdom	

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Directors' report**

**For the year ended 31 December 2012**

The directors present their annual report and the audited financial statements for the year ended 31 December 2012

**Principal activities**

The Company has issued loan stock in Renaissance Miles Platting Holdings Limited

The directors have a reasonable expectation that the Company and the Group of which it is part have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements. Further details can be found in the Statement of accounting policies in the financial statements

**Directors**

The directors who served during the year are shown on page 1

**Directors' responsibilities statement**

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 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). 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

- (a) select suitable accounting policies and then apply them consistently,
- (b) make judgments and accounting estimates that are reasonable and prudent, and
- (c) 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 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 enable them to ensure that the financial statements comply with 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

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Directors' report (continued)**

**For the year ended 31 December 2012**

**Independent auditor and disclosure of information to the independent auditor**

In the case of each of the persons who are directors of the Company at the date when this report was approved

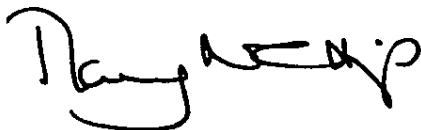
- So far as each director is aware, there is no relevant audit information (that is, information needed by the Company's auditor in connection with preparing its report) of which the Company's auditor is unaware, and
- Each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP has expressed its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditor in the absence of an annual general meeting

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

**By order of the Board**



**I M Nettleship**  
**Company Secretary**  
8 March 2013

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Independent auditor's report to the members of**  
**Morgan Sindall Investments (MP Subdebt) Limited**

We have audited the financial statements of Morgan Sindall Investments (MP Subdebt) Limited for the year ended 31 December 2012 which comprise the profit and loss account, balance sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 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**

As explained more fully in the directors' responsibilities statements included in the directors' report, 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 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. 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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**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.

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Independent auditor's report to the members of**  
**Morgan Sindall Investments (MP Subdebt) 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 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 in preparing the directors' report



John Charlton (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom

18 March 2013

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Profit and loss account**  
**For the year ended 31 December 2012**

	Notes	2012 £	2011 £
Interest receivable and similar income	2	232,751	-
<b>Profit on ordinary activities before taxation</b>		<b>232,751</b>	<b>-</b>
Tax charge on profit on ordinary activities	3	(57,024)	-
<b>Profit on ordinary activities after taxation for the financial year</b>		<b>175,727</b>	<b>-</b>

The results for the current and previous financial years derive from continuing operations

The Company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented



**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

**Balance sheet**  
**As at 31 December 2012**

	Notes	2012 £	2011 £
<b>Fixed assets</b>			
Investments	4	2,577,021	1
<b>Current assets</b>			
Debtors	5	83,502	100
<b>Creditors</b>			
Amounts falling due within one year	6	(2,484,696)	(1)
<b>Net current (liabilities)/assets</b>		<u>(2,401,194)</u>	<u>99</u>
<b>Total assets less current liabilities</b>		<u>175,827</u>	<u>100</u>
<b>Capital and reserves</b>			
Called up share capital	7	100	100
Profit and loss account	8	175,727	-
<b>Shareholders' funds</b>		<u>175,827</u>	<u>100</u>

The financial statements of Morgan Sindall Investments (MP Subdebt) Limited, company registration number 06110289, were approved by the Board and were signed on its behalf on 8 March 2013 by



A J Livingston, Director

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Notes to the financial statements**  
**For the year ended 31 December 2012**

**1. Accounting policies**

**Basis of accounting**

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

**Going concern**

The Company has net assets of £175,827 (2011 £100). Although the Company has net current liabilities of £2,401,194 the directors have reviewed the performance of the Company during 2012 as set out in these accounts and, after taking account of possible changes that can reasonably be envisaged in trading performance, including the structuring of the finance package for the deal entered into by its associate Renaissance Miles Platting Limited, have considered the cash flow forecasts and future liquidity requirements of the Company.

Having regard to the above and having received confirmation regarding continued support from the Company's intermediate parent, Morgan Sindall Investments Limited, and after making enquiries the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**Cash flow statement**

A cash flow statement is not present since the Company satisfies the definition of a small company in accordance with Financial Reporting Standard No. 1 (revised).

**Consolidation**

The Company does not prepare group accounts by virtue of s400 (2) of the Companies Act 2006 as it is a wholly owned subsidiary of Morgan Sindall Group plc. The largest and smallest group of undertakings for which group financial statements have been drawn up is that headed by Morgan Sindall Group plc. Therefore the information presented in these financial statements relates to the Company and not the group.

**Investments**

Investments are held at cost less provision for any impairment in value.

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

**Notes to the financial statements**  
**For the year ended 31 December 2012**

**2. Interest receivable and similar income**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Interest receivable on shareholders loan notes	<u><b>232,751</b></u>	<u><b>-</b></u>

**3. Tax on profit on ordinary activities**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
UK corporation tax payable at 24.5% (2011 26.5%) based on the profit for the year	<u><b>57,024</b></u>	<u><b>-</b></u>

The tax assessed for the year is the same as that resulting from applying the standard rate of corporation tax in the UK of 24.5% (2011 26.5%)

**4. Fixed asset investments**

<b>Cost and net book value</b>	<b>Joint venture loans</b>
	<b>£</b>
At 1 January 2012	1
Additions in the year	2,738,468
Loan repayment	<u>(161,448)</u>
<b>At 31 December 2012</b>	<u><b>2,577,021</b></u>

The principal activity of the 33.3% owned joint venture company, Renaissance Miles Holding Company Limited is to enable its wholly owned subsidiary, Renaissance Miles Platting Limited, to refurbish, construct, demolish, and provide facilities management operations for a number of council properties with Manchester City Council

Renaissance Miles Platting Holding Company Limited had net assets of £353,779 (2011 1,919,775) as at 31 December 2012 and £211,183 (2011 107,021) profit for the year after taxation

Additions in the year represent additional loan investment in Renaissance Miles Platting Holding Company Ltd. There was a capital repayment of the loan of £161,448 as stipulated in the shareholders loan agreement. The total loan investment value as at 31 December 2012 is £2,577,021

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Notes to the financial statements**  
**For the year ended 31 December 2012**

**4. Fixed asset investments (continued)**

<b>Name of company</b>	<b>Country of incorporation</b>	<b>Principal activity</b>	<b>Proportion of ordinary shares held</b>
Renaissance Miles Platting Holdings Company Limited	England & Wales	Trading	33.3%

**5. Debtors**

	<b>2012 £</b>	<b>2011 £</b>
Amounts due from parent company	100	100
Accrued interest	83,402	-
	<u>83,502</u>	<u>100</u>

**6. Creditors**

	<b>2012 £</b>	<b>2011 £</b>
<b>Amounts falling due within one year:</b>		
Amounts owed to group undertakings	2,427,671	-
Amounts owed to related undertakings	1	1
Corporation tax payable	57,024	-
	<u>2,484,696</u>	<u>1</u>

**7. Called up share capital**

	<b>2012 £</b>	<b>2011 £</b>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

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**Notes to the financial statements**  
**For the year ended 31 December 2012**

**8. Profit and loss account**

	<b>2012</b>
	<b>£</b>
Balance as at 1 January 2012	-
Retained profit for the year	175,727
Balance as at 31 December 2012	<u>175,727</u>

**Directors' emoluments and employees**

Directors' remuneration for the current and preceding financial year was nil. There were no employees during the current and preceding financial year.

**Auditors' remuneration**

Auditors' remuneration of £2,000 (2011: £2,000) was borne by another group company in the current and preceding financial year.

**9. Ultimate parent company**

The immediate controlling party of this Company is Morgan Sindall Investments (Social Housing) Limited.

The directors consider that the ultimate parent undertaking and ultimate controlling party of this Company is Morgan Sindall Group plc, which is registered in England and Wales. This is the smallest and largest group in which Morgan Sindall Investments (MP Subdebt) Limited is consolidated. Copies of the Morgan Sindall Group plc consolidated financial statements may be obtained from [www.morgansindall.com](http://www.morgansindall.com).

**MORGAN SINDALL INVESTMENTS (MP SUBDEBT) LIMITED**  
**COMPANY REGISTRATION NUMBER - 06110289**

**Notes to the financial statements**  
**For the year ended 31 December 2012**

**10. Related party transactions**

In the ordinary course of business, the Company has traded with its ultimate parent company Morgan Sindall Group plc together with its subsidiaries. Advantage has been taken of the exemption permitted by Financial Reporting Standard 8 not to disclose transactions with entities that are 100% owned by the Group. Balances with these entities are disclosed in notes 5 and 6 of these financial statements.

The Company had the following transactions with its joint venture undertaking, Renaissance Miles Platting Holding Company Limited in the year

<b>Nature of transaction</b>	<b>Transaction amount 2012 £</b>	<b>Amount due to party at 2012 £</b>	<b>Transaction amount 2011 £</b>	<b>Amount due (to)/from party at 2011 £</b>
<b>Renaissance Miles Platting Holding Company Limited – joint venture</b>				
Loan note investment	2,738,468	2,577,021	-	-
Loan note investment overpayment	-	(123)	-	-
Interest on loan notes	232,751	83,402	-	-

**11. Reconciliation of movements in shareholder's funds**

	<b>2012 £</b>	<b>2011 £</b>
Profit on ordinary activities after taxation	175,727	-
<b>Net addition to shareholders' funds</b>	<b>175,727</b>	<b>-</b>
Opening shareholders' funds	100	100
<b>Closing shareholders' funds</b>	<b>175,827</b>	<b>100</b>