

Registered number: 06420772

## **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

**Directors' report and financial statements**

**for the year ended 31 March 2012**

WEDNESDAY



"L1O4MOU2"

L13

19/12/2012

#96

COMPANIES HOUSE

# **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

## **Contents**

	<b>Page</b>
<b>Company information page</b>	<b>1</b>
<b>Directors' report</b>	<b>2 - 3</b>
<b>Independent auditor's report</b>	<b>4 - 5</b>
<b>Profit and loss account</b>	<b>6</b>
<b>Balance sheet</b>	<b>7</b>
<b>Notes to the financial statements</b>	<b>8 - 12</b>

**BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

**Company Information**

<b>DIRECTORS</b>	D.Pearson (appointed 9 November 2011) B.Fagan J Mulryan D.Brophy (resigned 4 November 2011)
<b>COMPANY SECRETARY</b>	B. Fagan
<b>COMPANY NUMBER</b>	06420772
<b>REGISTERED OFFICE</b>	St John's House 5 South Parade Summertown Oxford OX2 7JL
<b>AUDITOR</b>	KPMG Chartered Accountants 1 Stokes Place St Stephen's Green Dublin 2 Ireland
<b>SOLICITORS</b>	Howard Kennedy Harcourt House 19 Cavendish Square London W1A 2AW

## **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

### **Directors' report for the year ended 31 March 2012**

The directors present their report and the financial statements for the year ended 31 March 2012.

#### **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:

- 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;
- 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.

#### **PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The principal activity of the company is that of providing management services.

#### **RESULTS**

The loss for the year, after taxation, amounted to £2,000 (2011 - profit *ENIL*).

#### **DIRECTORS**

The directors who served during the year were:

D.Pearson (appointed 9 November 2011)  
B.Fagan  
J.Mulryan  
D.Brophy (resigned 4 November 2011)

**BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

**Directors' report  
for the year ended 31 March 2012**

**PROVISION OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

**AUDITOR**

Under section 487(2) of the Companies Act 2006, KPMG will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board and signed on its behalf.



**D. Pearson**  
Director  
Date: 31 July 2012



**KPMG**  
**Chartered Accountants**  
1 Stokes Place  
St Stephen's Green  
Dublin 2  
Ireland

## **Independent auditor's report to the members of Ballymore Development Management Services Limited**

We have audited the financial statements of Ballymore Development Management Services Limited for the year ended 31 March 2012, set out on pages 6 to 12. 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 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**

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

## **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 March 2012 and of its loss 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.

## **EMPHASIS OF MATTER**

In forming our opinion on these financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 1 concerning material uncertainties affecting the company's ability to continue as a going concern.

The company is a member of a group headed by Ballymore Properties ("the group"). At 31 March 2012 the company had net liabilities of £1,999 and is dependent for its working capital on funds provided to it by the group. The group is in turn dependent on the ongoing financial support of its lenders to continue as a going concern. These conditions, together with the other matters explained in Note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt on the company's ability to continue as a going concern.

The financial statements do not include any adjustments that would result if the company was unable to continue as a going concern.



**BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

**Independent auditor's report to the members of Ballymore Development Management Services Limited**

**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.

**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.

C. Molten (Senior statutory auditor)  
for and on behalf of  
**KPMG**  
Chartered Accountants  
Dublin

31 July 2012

# **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

## **Profit and loss account for the year ended 31 March 2012**

	Note	2012 £	2011 £
<b>TURNOVER</b>	1,2	<b>350,000</b>	-
Cost of sales		<b>(350,000)</b>	-
		<hr/>	<hr/>
<b>GROSS PROFIT</b>		-	-
Administrative expenses		<b>(2,000)</b>	-
		<hr/>	<hr/>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(2,000)</b>	-
Tax on loss on ordinary activities	4	-	-
		<hr/>	<hr/>
<b>LOSS FOR THE FINANCIAL YEAR</b>	9	<b>(2,000)</b>	-
		<hr/>	<hr/>

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account.

The notes on pages 8 to 12 form part of these financial statements.

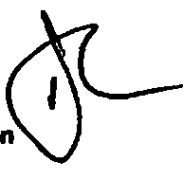


**BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**  
Registered number: 06420772

**Balance sheet  
as at 31 March 2012**

	Note	£	2012 £	£	2011 £
<b>FIXED ASSETS</b>					
Investments	5		2		1
<b>CURRENT ASSETS</b>					
Debtors	6	700,000		2	
<b>CREDITORS: amounts falling due within one year</b>	7	<u>(702,001)</u>		<u>(2)</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(2,001)</u>		<u>-</u>
<b>NET (LIABILITIES)/ASSETS</b>			<u><u>(1,999)</u></u>		<u><u>1</u></u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	8		1		1
Profit and loss account	9		<u>(2,000)</u>		<u>-</u>
<b>SHAREHOLDERS' (DEFICIT)/FUNDS</b>	10		<u><u>(1,999)</u></u>		<u><u>1</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

  
D. Pearson  
Director  
Date: 31 July 2012

## **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

### **Notes to the financial statements for the year ended 31 March 2012**

#### **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.

##### **Basis of preparation of financial statements**

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

The financial statements are prepared in UK sterling, which is the functional currency of the company.

##### **Going concern**

The company is a member of a group headed by Ballymore Properties ("the group"), a company incorporated in the Republic of Ireland.

Notwithstanding having net liabilities of £1,999 at 31 March 2012, the financial statements of the company are prepared on the going concern basis, which the directors believe to be appropriate for the following reasons.

The company is dependent for its working capital on funds provided to it by the group. The group has confirmed that it will continue to make available such funds as are needed by the company and in particular, will not seek repayment of amounts owed to it for at least 12 months from the date of approval of the financial statements. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The Ballymore Properties group is in turn dependent on the ongoing financial support of its lenders to continue as a going concern. The group's bank borrowings are provided by Irish, UK and European financial institutions. During 2010, a significant proportion of the group's bank borrowings previously held by Irish financial institutions were transferred to NAMA. (The National Asset Management Agency ("NAMA") is a special purpose vehicle that was established by the Irish government on a statutory basis in order to manage loans acquired from financial institutions with the aim of achieving the best possible return for the Irish taxpayer over a 7 to 10 year timetable.)

During 2011, the Ballymore Properties group submitted a detailed business plan to NAMA. This plan has now been approved by NAMA and a Memorandum of Understanding ("MoU") has been signed. This MoU, together with the business plan, sets out the various conditions and key performance indicators that the group is required to achieve in order to ensure NAMA's continued support.

As part of their assessment of the appropriateness of the going concern basis of preparation of financial statements by group companies, the directors of Ballymore Properties have carried out a detailed assessment of the group's business plan, the status of its funding arrangements and its relationship with its key financiers including NAMA. The key assumption underlying this assessment is that the group will meet the financial targets agreed with NAMA and will formalise the arrangements set out in the MoU by completing binding facility agreements. Based on this assessment, the directors of Ballymore Properties have a reasonable expectation that the group will continue to be able to meet its liabilities as they fall due for the foreseeable future.

The directors of the company assess the basis of preparation of the company's financial statements each year, and whether it is appropriate to prepare them on a going concern basis. In doing so, they assess the appropriateness of the assumption that the group, and consequently the company, will continue as a going concern. The directors of the company have concluded that the above factors represent material uncertainties that may cast significant doubt on the ability of the group to continue as a going concern and it may therefore be unable to realise its assets and discharge its liabilities in the normal course of business.

## **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

### **Notes to the financial statements for the year ended 31 March 2012**

#### **1. ACCOUNTING POLICIES (continued)**

##### **Going concern (continued)**

Nevertheless, given that the directors of the group have a reasonable expectation that the group will have sufficient cash resources available to meet their liabilities for at least 12 months from the date of approval of these financial statements, the directors of the company expect that its support from the Ballymore Properties group will continue for at least 12 months from the date of approval of these financial statements. As with any group company placing reliance on other entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on these indications, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, this material uncertainty may cast significant doubt on the company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

##### **Turnover**

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

##### **Financial assets**

Financial assets are shown at cost less provisions for impairments in value. Income from financial assets, together with any related tax cost, is recognised in the profit and loss account in the year in which it is received.

##### **Consolidated accounts**

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

#### **2. TURNOVER**

An analysis of turnover by class of business is as follows:

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Management fee	<b>350,000</b>	-

All turnover arose within the United Kingdom

# **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

## **Notes to the financial statements for the year ended 31 March 2012**

### **3. OPERATING (LOSS)/PROFIT**

The (loss)/profit is stated after charging:

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Auditor's remuneration	<b>2,000</b>	<b>-</b>

During the year, no director received any emoluments (2011 - £NIL). The company has no employees (2011: none)

### **4. TAXATION**

#### **Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2011 - higher than) the standard rate of corporation tax in the UK of 26% (2011 - 28%). The differences are explained below:

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Loss on ordinary activities before tax	<b>(2,000)</b>	<b>-</b>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%)	<b>(520)</b>	<b>-</b>
<b>Effects of:</b>		
Unrelieved tax losses carried forward	<b>520</b>	<b>-</b>
<b>Current tax charge for the year</b>	<b>-</b>	<b>-</b>

#### **Factors that may affect future tax charges**

The corporation tax rate of 26% effective from 1 April 2011 will continue to reduce gradually to 22% by 2014.

### **5. FIXED ASSET INVESTMENTS**

	<b>Investments in subsidiary companies £</b>
<b>Cost or valuation</b>	
At 1 April 2011	<b>1</b>
Additions	<b>1</b>
<b>At 31 March 2012</b>	<b>2</b>
<b>Net book value</b>	
At 31 March 2012	<b>2</b>
<b>At 31 March 2011</b>	<b>1</b>

# **BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED**

**Notes to the financial statements  
for the year ended 31 March 2012**

## **5. FIXED ASSET INVESTMENTS (continued)**

### **Subsidiary undertakings**

The following were subsidiary undertakings of the company:

<b>Name</b>	<b>Principal activity</b>	<b>Holding</b>
Ballymore Asset Management Limited	Property services	100%
Ballymore Projects (UNEX) Limited	Property services	100%

All subsidiaries are incorporated in the United Kingdom having their registered office at St John's House, 5 South Parade, Summertown, Oxford, OX2 7JL and operate in the United Kingdom.

## **6. DEBTORS**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	-	2
Prepayments and accrued income	<b>700,000</b>	-
	<u><b>700,000</b></u>	<u><b>2</b></u>

## **7. CREDITORS:** **Amounts falling due within one year**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<b>702,001</b>	<b>2</b>
	<u><b>702,001</b></u>	<u><b>2</b></u>

## **8. SHARE CAPITAL**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
1,000 ordinary shares of £1 each	<b>1,000</b>	<b>1,000</b>
	<u><b>1,000</b></u>	<u><b>1,000</b></u>
<b>Allotted, called up and fully paid</b>		
1 ordinary share of £1	<b>1</b>	<b>1</b>
	<u><b>1</b></u>	<u><b>1</b></u>

## **9. RESERVES**

	<b>Profit and loss account £</b>
Loss for the year	<b>(2,000)</b>
At 31 March 2012	<u><b>(2,000)</b></u>

## BALLYMORE DEVELOPMENT MANAGEMENT SERVICES LIMITED

### Notes to the financial statements for the year ended 31 March 2012

#### 10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Opening shareholders' funds	1	1
(Loss)/profit for the year	(2,000)	-
Closing shareholders' (deficit)/funds	<u>(1,999)</u>	<u>1</u>

#### 11. RELATED PARTY TRANSACTIONS AND CONTROL

The company is a 100% subsidiary of Ballymore Properties Limited, a company incorporated in England and Wales. That company's parent is Ballymore Limited, a company incorporated in England and Wales, whose parent is Ballymore Properties Holdings Limited, a company incorporated in England and Wales. The company's ultimate parent company is Ballymore Properties, a company incorporated in the Republic of Ireland. The company was controlled throughout the period by Mr S Mulryan.

The largest group in which the results of the company are consolidated is that headed by Ballymore Properties.

The smallest group in which the results of the company are consolidated is that headed by Ballymore Properties Limited. The consolidated financial statements of Ballymore Properties Limited are available from the company's registered office which is St. John's House, 5 South Parade, Summertown, Oxford, OX2 7JL.

The company has availed of the exemption available in FRS 8 - Related Party Disclosures, from disclosing transactions with Ballymore Properties and its subsidiary undertakings.

#### 12. POST BALANCE SHEET EVENTS

There were no significant post balance sheet events which would materially affect the financial statements.